MARVEL COMICS

Peter & Mary Jane's SPIDER-MAN® Scrapbook

A Year's Worth of Wallcrawling Memories in One Keepsake Photo Album

1999

DIRECT EDITION
00111
7 59606 04833 5
$2.99 US $4.50 CAN

Peter & Mary Jane's SPIDER-MAN Scrapbook

Frank Dunkerley
text

Comicraft's John 'X' Roshell & Eric Eng Wong
design

Matt Hicks
ass't editor

Ralph Macchio
editor

Bob Harras
editor in chief

YEAR IN REVIEW: SPIDER-MAN® Vol. 1, February, 2000. Published by MARVEL COMICS, a division of MARVEL ENTERPRISES, INc. Peter Cuneo, President; Avi Arad, Chief Creative Officer; Stan Lee, Chairman Emeritus. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Published monthly. Copyright © 1999 Marvel Characters, Inc. All rights reserved. Price $2.99 per copy in the U.S. and $4.50 in Canada. Subscription rate for 12 issues: U.S. $23.88; foreign $35.88; and Canadian subscribers must add $10.00 for postage and GST. GST #R127032852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. YEAR IN REVIEW: SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. Printed in the U.S.A.

The Final

Amazing Spider-Man #441: (Part 1 of 4)
"And Who Shall Claim a Ringly Crown?"
John Byrne: story ~ Rafael Rayanan: pencils
Bud LaRosa: inks ~ DS & Comicraft's Liz Agraphiotis: letters
Matt Hicks & Mike Rockwitz: colors

Peter Parker Spider-Man #97: (Part 2 of 4)
"Let the Heavens Tremble at the Power of the Goblin!"
Howard Mackie: story ~ John Byrne: pencils
Scott Hanna: inks ~ DS & Comicraft/SH: letters
Gregory Wright: colors

"You are asking each of us to risk **madness** and **death** so that **three** of us might gain **power**, **knowledge**, and **immortality**. There is no way to know **who** will be granted **which** gift, which **curse**."

—Morris Maxwell to Norman Osborn at the Gathering of Five Ceremony

It is here that it begins – with the Final Chapter. In the recesses of **Osborn Industries**, **Morris Maxwell**, **Norman Osborn**, **Mattie Franklin**, **Madame Web**, *and* **Dr. Gregory Herd** *a.k.a.* **Override** *prepare themselves for the coming ceremony. Each is a willing participant in this most dangerous game. At the game's end it is unclear who obtained which curse, which gift. At first glance it would appear as if the mantle of power has gone to Norman Osborn, a man with an aptitude for games.*

Alison Mongrain, in the company of **Robbie Robertson**, *seeks out* **Peter Parker**. *She has vital information for him. Information that she must speak only into his ears. Unfortunately, Ms. Alison Mongrain is also being sought out.*

None other than Norman Osborn has once again transformed Mark Raxton into the Molten Man. Norman has planted a microchip into Raxton's head that drives him to Alison and causes Raxton extreme pain as a result of her presence. It is outside the Parker house that these two parties meet and discover that a locket given to Mongrain by Osborn is what the Molten Man is tracking. Once destroyed, the locket causes Molten Man no further pain, but the encounter wastes precious time for the dying Mongrain.

Near the altercation's end, **Mary Jane Watson-Parker** *runs outside, revealing herself to be Peter's wife, and thus privy to the information Alison holds. So with her dying breaths, Alison Mongrain reveals to MJ that* **May**, *Peter and MJ's daughter Mary Jane suspects, is alive and being held by Osborn.*

Norman Osborn dons the garb of the **Green Goblin** *once more as* **Peter Parker: Spider-Man** *infiltrates the Osborn estate in search of his daughter he believed to be dead. The obstacles are set neatly in place, but they are only meant to slow Spidey – annoyances that humor the madman that set them – a madman who lies in wait.*

When the Green Goblin confronts Spider-Man, he reveals many a well-laid plan to the web-head. But as so often with Osborn, Spidey can never really be sure what are the lies, what are the truths, and what lies are half-truths waiting to be found.

"He wants his May. But it is **far** too late for a Parker family reunion to end happily now."

—Norman Osborn

The games only infuriate Spidey. He is here to find out if this lunatic truly does hold his daughter captive. The frustration only lends itself to Osborn's plans as the two super-powered opponents trade blow for blow.

The "great" Norman Osborn is unable to stop the determination of "puny" Peter Parker – at least, that is how it appears. A webbed-up and secured Green Goblin leaves Spidey free to search the manor. Search the manor for his May.

The shock travels straight to his spine. He doesn't move. He can only yell in disbelief. What has the madness of Norman Osborn wrought? It is the question that runs through Spider-Man's mind as his **Aunt May**, *the Aunt May that he buried not long ago, stands before him now alive, well, and feeling threatened by the figure of Spider-Man.*

"We've played this game far too many times for me to buy into it, Norman."

—Spider-Man

Peter Parker, the spectacular Spider-Man, having seen clones and doppelgangers before, refuses to believe the woman before him is his aunt. The Goblin re-enters the fray, but now his true gift from the ceremony is taking shape. Always teetering on the edge of madness, Norman Osborn is now engulfed by insanity, allowing Spider-Man to leave with

Chapter (Parts 1~4)

his supposed Aunt May.

Inside the headquarters of the Fantastic Four, Spider-Man arrives with his Aunt May. Here, with the help of **Reed Richards'** genius, Spidey learns that Aunt May is the genuine article. However, there is an implant in May's brain stem that is interfering with the function of her central nervous system. It must be removed or May will die; consequently, the process itself could kill her.

With this news pounding in his skull, Spider-Man arrives at **Osborn Industries** Corporate Headquarters in search of answers. Norman is too tightly gripped by the insanity of the Gathering of Five ceremony to give any real answers; Norman thinks he is more god than man now, and he is above such questioning, indeed, even above man himself. But he does tell Spidey that when the implant is removed from Aunt May, it will trigger **DNA** bombs that Osborn has scattered throughout the world, killing millions. When Norman threatens innocents, Spidey has had enough. But this time the might of the Goblin proves to be too much for Spider-Man. As Spider-Man lies beaten in the street, one of his worst fears comes true: the Green Goblin unmasks him revealing to the world that Spider-Man is Peter Parker.

"He's dead! I killed him! I killed Spider-Man"

— Norman Osborn

He believed himself to be endowed with ultimate power, a gift from the ceremony. Instead, Norman Osborn is stark raving **MAD**, for what Norman believes to have taken place is merely the effect of insanity on his mind. Instead, Osborn sits crouched on the street below with webbing securing him and even his Goblin mask so it cannot be pulled off, revealing Norman Osborn beneath. In the mind of this Green Goblin he is the victor – but this mind is insane. Spider-Man stands above the Goblin, knowing full well that he has just won the battle that took place only a moment ago, shocked at what sits before him.

Spider-sense tingling! All is not yet over. A stray pumpkin bomb from the battle is stuck in some building rubble near a support beam. Should it detonate, many people will lose their lives. Spidey thrusts himself into the line of fire once again when the bomb explodes. Now, Spidey holds the support beam with nothing more than his physical strength and pure willpower, keeping the building section stable.

As he supports the building, Spider-Man's thoughts are elsewhere. He realizes that he mustn't waste time. As lives are saved with each passing minute, elsewhere Reed Richards is beginning the operation on Aunt May – an operation that will destroy lives.

Other thoughts pass through Peter's mind as well – thoughts of his **Uncle Ben** and **power** and **responsibility** – thoughts of his wife and his responsibility to her. And with all these thoughts racing through his head, somehow clarity is obtained. Spidey musters all his strength to prop the building up enough to secure it with all the webbing he can. Then, tired, bruised and beaten, he makes his way to his aunt lying on an operating table.

Spider-Man crashes through the doors of the operating room while shouting to stop the procedure. He advises Reed Richards that he must do anything he can to save Aunt May's life, but he must not remove the implant.

Hours pass and Peter Parker and Mary Jane sit in a hospital waiting room. Peter has come to some conclusions in his life. He has a wife and a life to attend to, and if all goes an aunt as well. These are people that need Peter Parker. In addition, he saw the faces of those that he saved today – faces that blamed him for their struggle even though they owe him their gratitude and their lives. These people do not need Spider-Man.

Spider-Man's costume burns in a fire as Peter and Mary Jane watch, eager to begin their new lives together. Aunt May has survived and the three of them have lives to lead without any webs standing in their way. The story closes on this final chapter as two lovers go off into the night together. But just as some things end, others begin.

An insane Norman Osborn, secured in a straitjacket opens, another chapter. The group known as the **Sciers** carts him off. He belongs to them now, and so it begins.

Spectacular Spider-Man #263: (Part 3 of 4)

"The Triumph of the Goblin!"

Howard Mackie: story ~ Luke Ross: pencils
Al Milgrom: inks ~ DS & Comicraft/SH: letters
Mike Rockwitz: colors

Peter Parker Spider-Man #98: (Part 4 of 4)

"The Final Chapter!"

Howard Mackie: story ~ John Byrne: pencils
Scott Hanna: inks ~ DS & Comicraft's Liz: letters
Gregory Wright: colors

Amazing Spider-Man #1

"Where R U Spider-Man?"

Howard Mackie ~ story ~ | John Byrne ~ pencils ~ | Scott Hanna ~ inks ~ | RS & Comicraft's Liz Agraphiotis ~ letters ~ | Gregory Wright ~ colors ~

The results of the **Final Chapter** events are in – and Spider-Man has gone missing. It is Spidey's flaming friend, the **Human Torch**, who ignites the sky with a plea that he hopes will beckon his friend out of hiding.

"Sorry, buddy, but Spider-Man isn't coming out to play. Not tonight or ever again. **Peter Parker's** days as the Amazing Spider-Man are over."

Peter Parker has made his decision; he shall no longer be Spider-Man. Peter feels he has sacrificed too much for a city that still hates him. So, with his **Aunt May** returned and his wife **Mary Jane's** flourishing career as a supermodel, it's time for Peter Parker to live.

Peter begins his new life at a Fifth Avenue penthouse that he and his wife share with Aunt May. Mary Jane, who happens to be in an exotic location at just that moment, gives Peter a call to check on things and make sure that Peter is keeping his 'no costume' promise.

The repercussions of such a promise reach to New York's Hell's Kitchen, where **Daredevil** feels the loss of Spider-Man on the streets, all the way to **Avengers Mansion** where such mighty heroes as **Iron Man** and the legendary **Captain America** wonder how Spider-Man's disappearance will affect their lives.

J. Jonah Jameson ponders the consequences of the wallcrawler's disappearance, redoubling his efforts to eliminate the menace known as Spider-Man. It is J.J.'s

feeling that Spidey is only in hiding waiting to strike and J.J. aims to be ready.

"For all I know, the dirty webslinger has gone underground – laying low until the heat's off. Laughing at us! Laughing at ME!"

The Jameson tirade continues as **Betty Brant** listens intently to a police scanner conveying some interesting news. The Scorpion is on a rampage and she is just the reporter to cover the story. **Robbie Robertson** gives Betty the go-ahead, asking if Peter could tag along to take some prime pics.

"I'd love to, Robbie, but... er... I've got another appointment."

Peter escapes an uncomfortable situation and Betty Brant travels to her story – the rampage of the **Scorpion**. The Manhattan streets resemble a war zone and a new, more powerful, more insane Scorpion is the reason why.

"I've got someone to track down and I'm not going to be stopped by a bunch of pea-shooting cops! Now get outta the way..."

The Scorpion has made his intentions clear and all Betty Brant can do is watch – watch as the Scorpion tears through police, leaving explosions of fire and smoke in his wake.

But Betty Brant watches too closely and is about to feel the might of the new Scorpion. Having noticed Betty taking pictures, the Scorpion lunges --

-- and is slammed into the pavement by...

"**Spider-Man?** I thought you were **dead** or something!"

The Scorpion's words, as he sits beaten in the street, are to his old enemy Spider-Man. But can that be Peter in the suit? Did he break his promise already? If not, then who's wearing the webs?

Suffice to say, a battle rages between Spider-Man and the Scorpion. The property damage ends when the revamped Scorpion smothers a curiously web-lacking Spider-Man with the side of a building.

As the Scorpion, now unimpeded, continues on his mission, a startled Betty Brant is left watching for signs of life from the rubble where Spider-Man lies buried.

A short time later, over at the **Tricorp Research Foundation**, Peter Parker is preparing for the interview of his life. If Peter's at the Tri Corp facilities, then who's buried back in the street? Hmm.

Peter's interview with **Terry Kwan** appears to be going well as Peter meets the research team that he hopes to be working alongside. The team (consisting of **Walter Thorson** – astrophysics, **Javier Caldrone** – molecular chemistry, **Stan Hardy** – genetics, and **Chantal Stone** – quantum mechanics) all seem more than willing to add Peter to their ranks. In fact, it's as if all Peter has to do is say the word and he's in.

An explosion ceases all talk, however. The Scorpion, guided by a Bio-Scanning device, stands before the frightened research team eager to complete his mission.

The Scorpion lashes out at the scientists, including Peter, bent on finding his needle in the haystack. In the meantime, Peter struggles to keep the researchers out of the Scorpion's path without revealing his abilities to them or breaking his promise to himself. This proves to be quite a difficult task with the Scorpion's sting destroying much of the property. Peter, gifted with intelligence as well as athletic prowess, uses the destruction to his advantage, knocking a concrete beam onto the Scorpion's enhanced frame. The results of such enhancement allow the Scorpion to shrug off the blow and turn toward Peter. Just then a wail emanates from the Scorpion's scanner.

"**You! Parker!** The bioscan matches perfectly. I don't know what you've done, but... your tail is mine!"

It is the moment Peter has dreaded. He stands ready to go toe-to-toe with the Scorpion – saving his life but destroying his secret identity. And then things get really weird.

Spider-Man bursts onto the scene, taking on the Scorpion before a shocked Peter Parker. As the two trade blows Peter salvages some of the lab's generators to help his unusual savior by electrifying the Scorpion into submission.

Before Peter can find out more about the person in the Spidey suit, **Dr. Ted Twaki**, head of the Tricorp Foundation, arrives on the scene. For Peter, that can only mean one thing – he just lost the greatest job he may ever have, and it's going to be a long walk home to the apartment where Aunt May awaits. Instead...

CITY

After weeks of inactivity, the webslinger has reemerged. And we ask the eternal question: Who is the person beneath the webs? **B3**

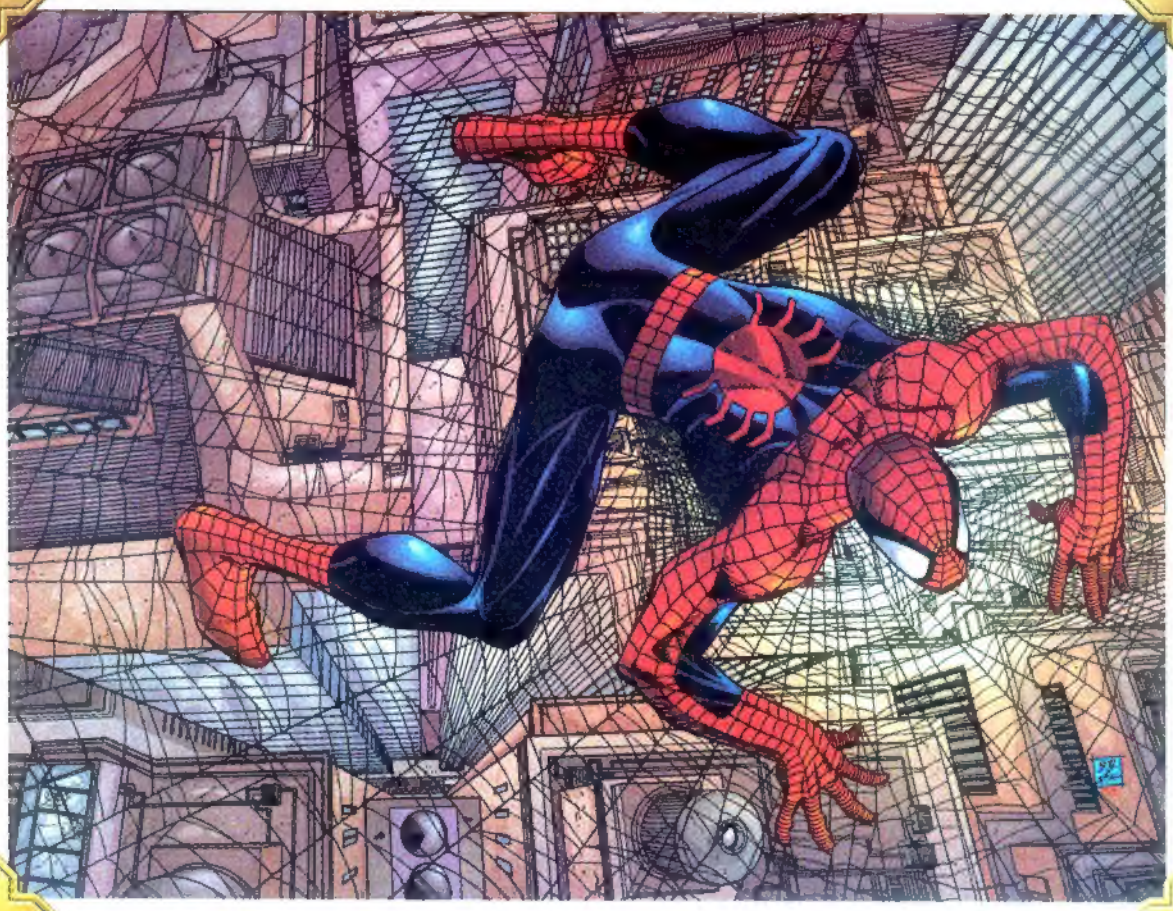
"I GOT IT! I got the job!"

Peter, elated and eager to tell Aunt May the good news, explains that Dr. Twaki took Peter as a person who could think on his feet – a welcome addition to the team.

Peter and May share in the happiness. A **new** job and a new Spider-Man. Things are looking up for the Parker family.

Peter Parker, Spider-Man #1

"Power Without Responsibility!"



Howard Mackie
~ story ~

John Romita Jr.
~ pencils ~

Scott Hanna
~ inks ~

RS & Comicraft's Liz Agraphiotis
~ letters ~

Gregory Wright
~ colors ~

Armored men calling themselves the **Agents of Anarchy** wreak havoc across New York City's Upper West Side. The destruction is a direct result of a jailbreak on their part in order to free an international terrorist who calls himself **The Ranger**. A supernatural situation to be sure, but not nearly as strange as the fact that Peter Parker, longtime Daily Bugle photographer and costumed super hero known as Spider-Man, snaps pictures of the crime scene on the sidelines while someone else, wearing the costume he made famous, struggles with the armored goons.

"Anyway, in the old days, that would have been **me** in the middle of things, but this new Spider-Man, whoever it is, seems to have things pretty much under control."

Things are under control until Spidey, overwhelmed by his armored foes, mistakenly lets one slip away and almost immediately the Ranger is free. The Ranger wastes no time in escaping though, quickly breaking the shackles that bind him and running off, dismissing the brawl around him.

Peter, able to snap a few pictures of the Ranger fleeing the scene, alerts Spider-Man to these happenings but precious time has already been lost and the police are on the scene. Cops order Peter and Spider-Man to stay put – Peter elects to follow orders while Spidey leaps up the nearest building in pursuit of the one that got away. As a result, the police are more than happy to give Peter a hard time.

"I want to know how some punk kid slips through a police barricade and puts himself in the middle of a terrorist jail break! I want answers, punk! And I want

them now!"

Lucky for Pete, Bugle reporter **Betty Brant** is on the scene in the knick of time to come to Peter's rescue. After a show of credentials and a quick explanation, the reporter and the photographer are on their way.

"Peter, tell me you got shots that are going to make Jonah smile!"

Peter got pictures to make Jonah smile alright, it's just that his pictures were accompanied by a twisted version of Betty's story that, in true **J. Jameson** style, made Spider-Man out to be the criminal. Betty was furious, and rightly so, yet she had no time to argue with her stubborn boss. Both Betty and Peter were to be at JFK airport in the morning for the arrival of **Senator Stewart Ward**, a politician with a seemingly "skeleton-free" closet.

At that very moment, the good Senator Ward is in a hotel suite overlooking the city of Chicago, looking toward his future and avoiding his past.

"So many died... because of you. Coward. You could have stopped it all from happening. Their blood is on your hands. Now your time has come."

At first the **eerie voice** appears to be all around him. A crackle of energy glows across the room, emanating from the television. That's where the voice that haunts the Senator is coming from – the voice that drives the Senator to rage. The glass the Senator was holding moments ago crashes through the television screen alerting the security guards just outside the room. Security bursts in and one quick excuse later the Senator is once again left alone to deal with his demons.

Meanwhile, Peter races home to check on his **Aunt May** who had paged him earlier. Peter, fearing that his aunt might be in some type of trouble, uses his Spider-abilities to sneak in through the balcony window. Peter is relieved to find his aunt on the phone speaking with Mary Jane's Aunt Anna. After noticing Peter's arrival, May rushes off the phone to give Peter the good news – Mary Jane has finished with her photo session and will be coming home for a few days. Peter, in utter joy, is told to give his frail body some rest, for MJ's flight arrives in the morning.

The next day at JFK international airport, Peter Parker and Mary Jane's friend **Jill Stacy** eagerly await Mary Jane's arrival.

"**Come here, Tiger!** I've been missing you big time!"

Before you can say **Spider-sense tingling**, Mary Jane has leapt into the arms of her lover, husband, and best friend, Peter Parker. Husband and wife exchange sweet words while their embarrassed friend, Jill, looks on. After the romantic interlude, the three proceed to make their exits amidst a large crowd and security.

"Ohh! Will you look at that! It's **Senator Ward!**"

That's right, true believers, it's the very same Senator Ward that Betty Brant has an interview with this very afternoon – the very same Senator Ward with an air of mystery about him.

It's at that moment that Peter recognizes a strange man lurking in the shadows.

"Time's run out, **Ward!**"

Now in full view and attack mode, the strange figure from the shadows is identified by Peter as the terrorist from the other day – the Ranger!

Peter moves Jill and Mary Jane to safety as the Ranger rips into the **Secret Service** who are there to protect the good Senator. As the Senator's men rush to get Ward to safety, Peter remembers a time when he could have stopped a criminal but chose not to. A time when he let a criminal escape only to see his Uncle Ben murdered as a result. Now, Peter again realizes that he could have helped stop this criminal earlier, but chose not to get involved.

The friendly neighborhood **Spider-Man**, or at least the latest incarnation, interrupts Peter's life-changing decision.

Spider-Man takes the fight directly to the Ranger who proves to be a formidable foe. The two duke it out through the airport – the Ranger intent on getting to the Senator and Spider-Man eager to get in his way.Spidey goes down after the two are thrust through an airport window; the Ranger continues his assault, getting ever closer to the Senator.

Reinforcements prove to be ineffective against the Ranger's skills. When all is said and done the one called the Ranger stands alone before his prey.

"There is no more help to be found. It finally ends today."

The killing blow nearing and no one in sight, Peter Parker cements his decision with a left hook to the Ranger's jaw.

Surprised by the action of a mere "bystander" the Ranger pauses just long enough for Spider-Man to make his re-entrance and beat the bum silly.

Apparently, our new Spidey had his feelings hurt by his earlier defeat and lashes out like an angry child. Still, the lashing puts the Ranger down long enough for the police to take control and an immature Spider-Man to make his exit.

In the end Peter is hailed as a hero, but his thoughts linger on the idea that the connection between Senator Ward and his attacker is not a good one.

SO STRANGE STANDING THERE AND TAKING PICTURES OF SOMEONE ELSE ACTING IN THE COSTUME I'VE SPENT HALF MY LIFE IN.
DOESN'T MATTER -- I MADE A PROMISE, AND I NO LONGER NEED THE RESPONSIBILITY THAT COMES ALONG WITH THOSE WEBS. I JUST HOPE IT'S A PROMISE I CAN KEEP.
NY

Amazing Spider-Man #2

"I Can't... (and I don't want to)... but I Must!"

Howard Mackie
John Byrne
Scott Hanna
story & art

Gregory Wright
colors

RS & Comicraft's Liz
letters

A cold winter's night above the Manhattan skyline and we find the new Spider-Man experimenting with some yet unfamiliar abilities.

"Looks like the cops are running down an old fashion bank robbery! Cool! Haven't done one of those yet!"

Our newfound Spidey leaps off a New York building to help police nab a thief.

Without much trouble Spider-Man is able to slug out the crook, and hand him over to the police. Satisfied, yet out of breath, the new wall-crawler admits that all the running and climbing can take its toll on a hero – even a super hero. Spidey wonders how his predecessor was able to do it all without flying. The answer – **webshooters**, but where does a person find such hardware?

Meanwhile, at home making a weekend pit stop from modeling, Mary Jane tickles her way into unbuttoning Peter's shirt. After poorly fending off his wife's advances, Peter reveals that the only thing beneath his clothes is nothing but bare skin.

"See I told you, and I promised, someone else is Spider-Man now. And that is fine with me."

A short time later, over at the struggling corporation of **Osborn Industries**, the new man in charge **John Stone** gives security the go-ahead orders to remove the suspicious-looking person asking to see him.

Wrapped in clothes only a mummy could love and wearing a dark hat and trench coat, the mystery guest isn't going anywhere. Just when security moves in for the attack, sparks, flames, and smoke fill the lobby of Osborn Industries. Suddenly, the villain grabs one of the guards by the throat.

"His hand is so hot! It's burning me! Frank, shoot him! **Shoot him now!**"

Meanwhile, our web-headed friend rests on a tall building listening to his new micro police scanner. He overhears the disturbance at Osborn Industries and swoops into action.

At that same moment, Peter is demonstrating his scientific genius to the rest of the team at Tri-Corp. Peter assures the team that the formula he's been working on is clean. He has managed to keep the formula stable without any added chemicals. His co-worker, Javier, is convinced that there is something in Peter's configuration that spells bad news. Before Javier can figure it out, he storms away, treating Peter like the new kid in town who should not question an old pro. Later that afternoon, Peter displays his formula to his new boss, Dr. Twaki, who watches through the lab glass window.

"Once I remove the formula from the heat it should – " **FWKWOOM!**

Peter's formula explodes inside the lab, sending Peter to the floor. Dr. Twaki, Stan, and Javier rush in to retrieve a stunned Peter Parker who, once out of the smoking lab, is helped back onto his feet. Before he is fully coherent another commotion erupts. Peter is notified by his co-workers that there is a breaking story being televised. **Spider-Man** is live on the scene of a fight at Osborn Industries. Peter and the rest of Tri-Corp want to get as close as possible to the action. Tri-Corp would just love a sample of Spider-Man's DNA. (Oh, if they only knew how close they were!)

On the scene, the new Spidey seems fearless as he confronts this new menace. Spidey realizes that his powers are still new to him and he wishes he had gotten a move on that whole webbing thing. Our bandaged villain flings some serious flames at our hero, and before the webbed one can get near his enemy, a meteor-like hole is burned through the NYC street as the mummy leads Spidey to the underground areas of Osborn Industries.

"Wow, he just **melted** through here and it's **cool** already. That doesn't seem right!"

Spidey follows his foe to an underground bunker and watches as the unknown villain melts his way through the massive door with just a touch of his hand. A few feeble attempts at getting the villain's attention later, Spider-Man demands that he at least reveal a name.

"I am **SHADRAC!**"

And in seconds Spider-Man feels the fiery grip of a hand that only moments ago ate through a huge metal door. Searing flames blast through pavement and a beaten Spider-Man is tossed like a rag doll onto the city streets above.

In the crowd above stands Peter Parker watching intensely. His fears have come true – this new Spider-Man has power to be sure, but lacks experience and that spells trouble. A past inaction set into motion an event that would forever haunt the life of Peter Parker – the murder of his **Uncle Ben**. Peter cannot face the consequences of inaction again, and as a result leaps quickly to the aid of this new Spider-Man, bringing Spidey's limp body to safety before anyone can notice. Peter removes Spidey's mask to check for serious injuries and discovers that this new Spider-Man isn't a man at all.

"Omigosh! It's a girl! Just a kid! What was she – "

The young girl begins to come to and Peter slips the mask over his own head to conceal his identity. Needless to say, the young woman playing hero is a big Spidey fan happy to be standing in his presence. Although ready to burst with anxiety, the young woman realizes that someone must still stop Shadrac, and in her injured condition she feels it should be the one true Spider-Man.

BUSINESS

Osborn Industries is the center of controversy once again. Even with the absence of Norman Osborn, something is amiss at the company. Who is the flaming skeleton known as Shadrac, and what is this monster's connection with Osborn and his company? **D1**

Peter turns to act when he is knocked back by the image on the billboard. It is his wife Mary Jane in an ad against smoking.

The billboard reads: "MJ Watson says: Lips that touch cigarettes will **never** touch mine! Don't do it, Tiger!"

And so Peter is forced to remember his promise to his wife about hanging up the webs when his inexperienced replacement reminds him about **inaction** and **responsibility**. The words ring just as true now as when they first came from Peter's uncle himself. The time for thought is over. Now is the time for action.

Amazing Spider-Man #3

"Off to a Flying Start!"

Howard Mackie
John Byrne
Scott Hanna
story & art

Gregory Wright
colors

RS & Comicraft
letters

Picking up right where we left off, Peter Parker, the one true Spider-Man, rechristens his old role with a leap from a skyscraper. At present, he faces the problem of getting used to Mattie's makeshift Spidey suit; he's halfway across to another Manhattan building and suddenly realizes there are no web-shooters with this costume. Sliding down the wall uncontrollably, Spidey lands on his behind in front of a small crowd – hurting his pride but giving him his plan of attack. Spidey plans to dig up some old web-shooters, then seek out his new foe Shadrac.

Speaking of Shadrac, he presently appears to be in a great deal of agony.

"The pain! Make it... stop! Please! Why are you doing this to me? How?"

The response comes from a man named Dolman.

"The **why** is simple, my dear **Shadrac**...because I **own** you! The **how**... that is another story."

We discover that Shadrac is none other than **Dr. Gregory Herd**, once the super-powered **Override**, now victim of Norman Osborn's **Gathering of Five**, the metaphysical ritual that promised each a gift – power, knowledge, death, immortality, or madness. As fate would have it, the good doctor Herd received death. It turned him into a skeleton-like reaper consumed with fire and the ability to burn through everything in his way. He had entered the Gathering of Five in the hope that he would inherit the gift of power or knowledge, enabling him to find a cure for his dying wife. Instead the fires of death consume him.

Shadrac received his name from **Dolman**. He is the man whose spindle was stolen by Osborn's agents. The spindle was the powerful centerpiece needed to complete the ritual. Dolman shares a very strong bond with the spindle, allowing him to control Shadrac's mind.

Shadrac has tried, albeit unsuccessfully, to better his condition. He has sought out **Robert Drake**, who is secretly one of the original X-Men known as **Iceman**, in the hope that he could somehow relieve the fiery inferno inside him. Due to Dolman's control over Shadrac's mind, Dolman caused Shadrac to inadvertently attack Iceman. Dolman plans on inflicting more pain on the helpless Shadrac if he does not recover the spindle from Norman Osborn and help him carry out his revenge to hunt down the other four that partook in the ritual.

Meanwhile, in the locker room of the Tri-Corp Research Foundation, Peter uncovers the first pair of web-shooters he ever made hidden in his work locker. He plans on ducking work and his boss **Dr. Twaki** to locate Shadrac when **Javier**, a co-worker but not an admirer of Peter, finds Peter in the locker room and tells him Dr. Twaki is looking for him. Peter asks Javier to tell Dr. Twaki that he won't be in for the workday. An angry Javier lashes out at Peter, not appreciating being used as an errand boy nor caring one bit for Peter's presence at Tri-Corp.

Peter doesn't sneak out in time and Dr. Twaki finds him. Dr. Twaki brings Peter into the room that holds the **Roma 14-X project**, stating he feels he needs Peter's insight for the success of the project. He hands Peter a lab suit to prepare for more stages of bio-containment when Peter, quite suddenly, confesses that he cannot stay any longer and must attend to some personal business, leaving behind a bewildered Dr. Twaki and an unmerciful Javier.

A short time later, we meet up with Dolman and Shadrac seeking out **Morris Maxwell**, the pawnbroker, and the recipient of the gift of knowledge at the Gathering of Five.

Once they reach the shop, Dolman orders Shadrac to blast open the door and in no time flames and local police are everywhere. Shadrac tries to resist Dolman's power, but in doing so, Dolman inflicts painful convulsions of fire that burn Shadrac from the inside out. Shadrac attempts through his pain to explain to police that Dolman is the one they should be after, but not knowing what stands before them the police only threaten to open fire.

"Get... back! I... can't... fight. The pain... much longer!"

Meanwhile Spider-Man meets up with **Iceman** while following all the police activity and in pursuit of the same foe.

"Glad to have you along on this one, snow **shorts**! Your icy abilities are just what the doctor ordered!"

With Spidey and Iceman not yet there, Shadrac still finds himself trying to control his pain and explain the situation to the onslaught of police, but they hear not his words.

"I can't fight him any more. He wants you all distracted, so that he can get to the old man – to **Maxwell**! Why don't you listen to me?"

"**Hey**! Hot pants! I need you to chill out!"

One wave of ice later, and you guessed right, our heroes are now on the scene. Acting fast, Spidey and Iceman combine ice, snow, and webbing to create a blanket-like containment. Within seconds the trap turns into a gigantic wave of super-heated steam and our web-headed friend decides to try a different recipe – take one pair of homemade web-boxing gloves, add ice, and apply to overheated skeleton.

Much to the surprise of Spider-Man and his icy partner, their sparring partner seems overly cooperative.

"Thank... you... but... it's not... enough! I'm still dying. The flames are consuming me. It's helping the pain. Helping me fight Dolman's control."

Iceman and Spidey continue to listen and make their decision. They must freeze whatever blood Shadrac has left, even if it kills him. For Shadrac may be the only force left that can bring the villainy of Dolman to an end.

Why couldn't you confide in me, Peter? Why did you have to lie? Why did you have to become Spider-Man again?

Peter Parker Spider-Man #2

Howard Mackie
John Romita Jr.
Scott Hanna

Mark Bernardo

Somewhere in New York City we find a distraught Aunt May in the company of a police officer. With some difficulty she relates how she lost track of her nephew. While Peter and May were at the hospital filling a prescription, Peter was called away on some emergency. May tried to follow Peter, but had failed. She told the officer she believed the call was from The Daily Bugle. But it wasn't photographs that Peter was taking; in fact Peter was now the web-slinging Spider-Man locked in combat against a demon with the ability to replicate itself. The so-called demon, Tokkots, would have to double itself now as it stood not only against Spidey, but also against the god of thunder... The Mighty Thor.

The pair of terrible twins calling themselves Tokkots were tearing up Midtown, and Spider-Man soon found himself caught in a battle between two god-like beings. Thor and Spidey must join forces to put an end to the chaos.

Hurling his mighty hammer, Mjolnir, toward the heroes' mutual menace proved unusually futile for Thor this day. On this day Thor's hammer missed its target and more.

"Spider-Man! Mighty Mjolnir, it does fly from my hand and not return."

The sight of his hammer arcing away from him left Thor with a cold feeling in his god-born bones; should he be without his hammer for too long, Thor would find himself transforming into his human, and powerless, identity of Jake Olson.

"You, Odinson, will die where you stand before you can lend a helping hand."

Spidey, hearing the urgency in the thunder god's voice, snags the mystical hammer with a well-shot webline. But Thor's mighty hammer, Mjolnir, remains on a course toward the heavens, pulling Spider-Man out of range.

The Tokkots take advantage of the separation and send another blast in the direction of a civilian helicopter. Spidey and Thor must act fast. While still clutching Thor's hammer with one hand, Spidey manages to steer the hammer into the ground below while creating an air bag made of webbing to aid Thor in cushioning the helicopter's impact.

As the rest of the crowd below scampers to safety, Aunt May remains seated on the street bench next to Officer Barry McCormick. From out of the crowd appears Hannah Fairmont, girlfriend of Thor's mortal host, Jake Olson. Hannah notices May awaiting help and recognizes her from the hospital (where she works as a nurse) as one of Doctor Kincaid's patients and offers to help her locate her nephew.

Directly above the three, the Tokkots spew a deadly inferno, engulfing the area where May, Hannah, and Officer McCormick are waiting. Spider-Man sees his helpless aunt trapped in the center of the chaos.

"Oh, no! What have I done?"

Peter hears the cries of his aunt for her nephew and for the medication that Peter holds in his possession. Thoughts of responsibility and things gone badly flitter through the webbed one's head as he decides to leave Thor on his own and rescue May.

"Spider-Man... I pray thee wait too weak to reach Mjolnir... without it I will be transformed into Jake Olson and... all will be lost!"

The distance between the Tokkots and May becomes more threatening. Spider-Man positions himself in the center of the raging flames and prepares to guard his aunt's life with his own.

Spider-Man asks Officer McCormick if he is ready for the face-off just as Spidey catapults himself up to land a double kick to the midsection of one of the god-beasts.

Lightning strikes the Manhattan sky and tears it open. The God of Thunder appears once more. With Mjolnir held aloft, Thor sends a blast of the heavens itself into the chest of his demon-enemy. Then Thor creates a vortex that threatens to carry his enemy to that void between time and space, away from the threatened innocents.

The second Tokkot, seemingly trapped in a cocoon of webbing, breaks free. The beast grabs Spidey's throat, choking him. Suddenly, a horrid sound pierces through the Tokkot's skull, causing it great pain. What could cause such anguish in a demon so strong? The death knell sending the Tokkot out of his mind was none other than Peter's beeper that Peter had earlier webbed up in his backpack.

Peter's boss Jonah couldn't have picked a better time to pester him about covering this story. Little did he know his persistent paging just might save the day. The noise gave Spidey the upper hand to clobber the Tokkot.

Having taken full advantage of the situation, Spider-Man and Thor round up both twin terrors. Thor plans on taking them back to Asgard in hopes of getting some answers to recent problems that plague him, such as the destruction of his homeland and the absence of all its people – his family.

"You think you can face down the armies of Majeston Zelia with your beeper magic? Your failing will be oh so tragic. We are off, we must return. But soon we will see you all burn."

And in a flash of blinding light, the enemy is gone.

EDITORIAL

The god of thunder fights alongside Spider-Man. Does this validate Spider-Man as a hero? We've seen similar situations before, so why does Spider-Man still carry the label of menace? **A10**

A short time later, Peter Parker and Jake Olson work to find a collapsed Aunt May. Peter scrambles in his pockets for her medication as Jake radios an ambulance. Soon after the paramedics' arrival, May is back on her feet. For this, Peter is ever thankful toward Jake Olson, neither of them knowing the larger roles their costumed identities played today.

Peter and Jake shake hands on a job well done, proving that sometimes two super heroes are better than one. (Heh, heh – a rhyme – get it – oh forget it.)

Peter Parker, Spider-Man #3

"Eyewitness."

Howard Mackie
John Romita Jr.
Scott Hanna
story & art

Gregory Wright
colors

RS & Comicraft
letters

It's a snowy January day in midtown Manhattan as Betty Brant, a reporter for the Daily Bugle, questions an eyewitness. The questions pertain to events that recently transpired and concern none other than Peter Parker - The Amazing Spider-Man.

"You sure this is going to work, Frost Face? I mean freezing this guy's blood...?"

Betty's witness relays the happenings of a short time ago when Spider-Man and Iceman worked to quench the searing heat of the flaming skeleton named SHADRAC. The fiery pain of Shadrac, his gift from the Gathering of Five ceremony, cannot be extinguished forever, but the sub-zero mutant abilities of the X-Man known as Iceman were able to keep Shadrac's red-hot agony in check long enough for our heroes to better understand their true foe.

Shadrac told Spidey and Iceman about Dolman, the original owner of the centerpiece used in the Gathering of Five ceremony. Dolman is after Morris Maxwell, the pawnbroker and the recipient of knowledge from the ceremony. Dolman is in fact controlling Shadrac in order to recover the spindle.

Following Shadrac, both Spidey and Iceman made their way into the pawnbroker's shop and down through a trap door in pursuit of Dolman, the pawnbroker, and answers.

Back in the present, more questions are raised as reporters flood the crime scene. Present is the publisher of the Daily Bugle, Mr. J. Jonah Jameson himself. Spreading his usual cheer, Jonah is upset with his reporter's progress along with the opinions of onlookers such as Mary Jane Watson-Parker and Flash Thompson who know that Spider-Man is a great hero. Disgusted, Jameson decides to get the story himself starting with the questioning of a derelict wrapped in blankets and nestled in a nearby alley.

Jameson's star witness speaks of the chase that took place after our heroes went down that trap door. The pursuit of Dolman and his prey, the pawnbroker, continued in a tunnel beneath the city streets. One tunnel led to the next until opening up in a massive cavern where Spider-Man, Iceman, and Shadrac watched Dolman hold the pawnbroker by his throat over an equally massive chasm.

"Gentleman, you are trying my patience. This old man is in possession of an object of power that belongs to me. And has belonged to me for far longer than you would ever believe. A thief, by the name of Norman Osborn, stole it from me for his own purposes."

Maxwell, the pawnbroker, at the whims of a madman, stressed to his would-be saviors that his gift of knowledge had shown him a city in flames and ruins should Dolman make contact with the spindle. This information is enough for Iceman and Spider-Man to charge headlong at Dolman, an individual seemingly lacking in power but actually in possession of a fragment of each of the five gifts the spindle has to offer. Their charge results in their backsides getting fried by a tremendous power-burst from Dolman that knocks our heroes back and out of play. This left Dolman enough time to reassert his hold on Shadrac.

"Get... out! Run away... before..."

A blast leaves the body of Shadrac like a missile headed straight for the only two people who may be able to put an end to this dangerous situation. As Iceman and Spider-Man escape the blast, Shadrac fights the pain and turns his power toward his puppeteer, Dolman. Shadrac's control is fleeting, however, so when the heroes once again try to take charge their efforts are once again thwarted. This time they are caught in the grip of a controlled Shadrac - but Spidey has a plan.

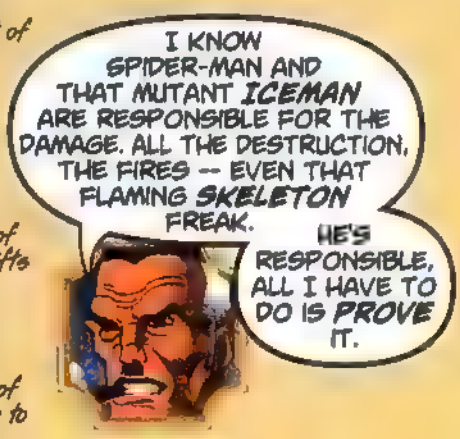
"Iceman! Grab my wrist and start pouring on the cold!"

Webbing shot from Spider-Man's wrists - frozen webbing that enveloped a tortured Shadrac to calm him once more. But it was too late; the altercation had given Dolman time to extend his energies down into the chasm to make contact with the spindle. The entire cavern began to fall down around our heroes when Shadrac made one last desperate attempt. Shadrac leapt at Dolman and used his old abilities as Override to carry the two into the abyss while Spidey and Iceman got Maxwell to safety, avoiding the fire that filled the voids around them.

Presently Jonah's witness has no more to say and is able to escape Jonah's sight due to JJ's reaction to Spidey and Iceman on the scene.

"Hey, Jonah! We're looking for the bad guy! You seen him?"

This "bad guy" eludes them all and a homeless man walks into the night. An eyewitness by the name of Dolman whose evil is now overridden due to his merging with the being once known as Shadrac. An end where two tortured men walk as one.


I KNOW SPIDER-MAN AND THAT MUTANT ICEMAN ARE RESPONSIBLE FOR THE DAMAGE. ALL THE DESTRUCTION, THE FIRES -- EVEN THAT FLAMING SKELETON FREAK.
HE'S RESPONSIBLE, ALL I HAVE TO DO IS PROVE IT.

Amazing Spider-Man #4

"Betrayals"

Howard Mackie
John Byrne
Scott Hanna

Gregory Wright

Richard Starkings
& Comicraft
letters

Our hero begins his day visiting some old friends. Nothing too complicated, right? Not unless your friends are Mister Fantastic, The Invisible Woman, The Thing, and the Human Torch, collectively known as The Fantastic Four. When Spider-Man goes to visit Johnny Storm, a. k. a. the Human Torch, Spidey is greeted by a series of tests to help convince his friends of his identity. They just want to make sure Spidey is really Spidey, what with his recent hiatus coupled with numerous clones, impostors, and the like. When Spidey and Torch finally get to catch up on old times, Spidey explains that his eager replacement is actually a fifteen-year-old girl. Before he can explain more, all electricity comes to a halt. Reed is able to get their auxiliary power on line, but the rest of NYC isn't so lucky.

Spider-Man takes leave of the fab four to place a call to Mary Jane, concerned for her and Aunt May's safety. MJ explains that all is well, but her friend Jill is stuck in a lobby and is a bit scared. Peter agrees to check up on Jill for MJ since not only is it on the way home, but it's the least he can do after continuing to lie to her about his being Spider-Man again.

A short time later, while Peter sits and talks with Jill, waiting for the power to go back on, Peter recognizes a certain sinister man in a dark black trench coat pass through the lobby.

"Jill... er, can you excuse me... I've got to make a phone call. It might take awhile."

Indeed it might, for the man Peter recognizes is none other than the Trapster!

Meanwhile, the Sandman is playing bodyguard to Senator Ward. An interesting situation, but nothing to be alarmed about. That is, until the door begins melting. It's the Trapster, more than likely up to no good. But that's okay, your friendly neighborhood Spider-Man just happens to be on the scene.

"Okay, Sandy, you hit him high... and I'll hit him low!"

Spidey thinks he'll make quick work of the Trapster; instead of web-head receives a sucker punch – from the Sandman.

Spidey sails over the hotel roof unable to catch enough breath to shoot a web-line to safety. In the nick of time the Human Torch snatches Spidey in mid-air. Waiting to assist is the rest of the team. Mr. Fantastic tells Spidey he checked with Silver Sable and The Wild Pack on Ward's security. According to Sable, Wild Pack did not assign Sandman to guard Ward. The Fab Four once gave the Sandman a chance to come clean, and even got him a job with the Wild Pack. Once again, they need a plan to stop him.

Back on the rooftop, Trapster and Sandman are on the outs.

"You moron! It wasn't supposed to happen like this! I only agreed to set up the Senator! To make sure you had a clear shot! You weren't supposed to implicate me!"

Trapster responds by telling Sandman that he is not cut out to be a good guy. He has a job to finish, and if he's got a problem, take it up with the boss. As a consequence of the bickering, the good Senator has slipped away – just not far enough.

Sandman plunges a mighty fist up through to the roof, blocking Ward's path. With Sandy's cover blown, he can't have any witnesses. In seconds, a wall of flame erupts and separates the Sandman from his victim.

"Now I've got to kill the Fantastic Four, too!"

So the stage is set and the rumble begins. The Thing keeps Sandman busy while Spidey goes for Trapster. A quick web-line later and Trapster is sailing through the air right into Sandman. With her invisible force field, Suzie is able to keep the creepy duo together long enough for the Thing to damage Trapster's adhesive reserves so he has no control over them.

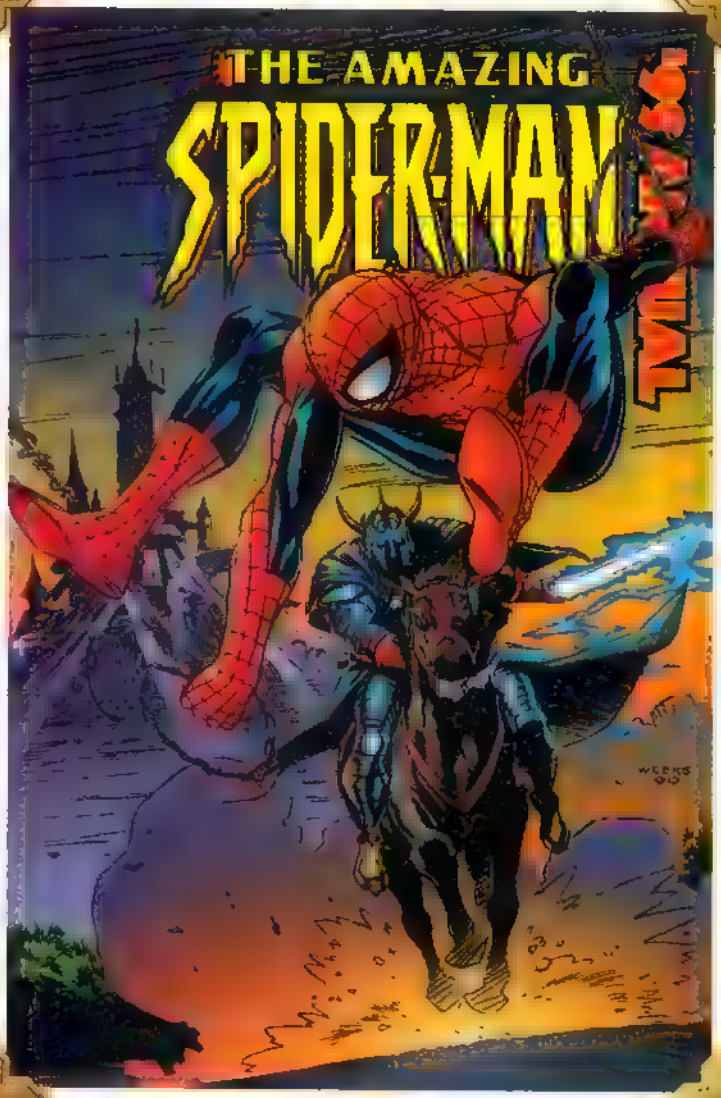
The result? One glued-together Sandman stuck to his good buddy the Trapster.

Crisis averted, Peter heads home to find Mary Jane and Aunt May asleep on the couch, no doubt anxiously awaiting his arrival. No surprise there. The surprise comes from a phone call placed to Senator Ward. A call revealing a shocking alliance!

"You insisted that the assassination attempt appear authentic, my good Senator. You must be ever the hero in the public eye. We can't have anyone looking too closely into that background of yours... can we?

Leave yourself in the WIZARD's hands and no one will learn the truth, my friend! No one!"

WELL, I WATCHED A SUPPOSED HERO BECOME A VILLAIN AGAIN. HERE I AM SACRIFICING MY LIFE, AND NOTHING APPEARS TO CHANGE.
AM I REALLY MAKING A DIFFERENCE?



Amazing Spider-Man '99

Howard Mackie
- story -

John Buscema
- art -

[illegible]
- letters -

Steve Buccellato
- colors and separations -

The phone rings, ending the peaceful sleep of Peter Parker more than he knows. It's Betty - Betty Brant from the Daily Bugle. She's rambling about people, insane people with plans - plans she has gotten too close to. From outside, an explosion, and Peter acts instinctively, as he has done this kind of thing before as the web-slinging Spider-Man.

Once outside, high above the streets, Spidey immediately spots a huge ball of energy erupting from a nearby warehouse. Realizing it is no ordinary warehouse fire, Spidey makes his way inside through hurricane force winds, and smashing through one of the building windows, he finds himself smack in front of the woman he was looking for - Betty Brant.

"NO! Not you too! Who else is involved with him?"

Before Spider-Man can explain or even begin to figure out what Betty is talking about, both he and Betty are stuck to the floor by the amazing adhesive of the Trapster. Anything but happy to see our hero, Trapster remembers his ruined assassination attempt on Senator Ward courtesy of Spider-Man and the Fantastic Four.

Speaking of Senator Ward, before the Trapster can coat both Spidey and Betty in more adhesive, he is stopped. "Release them," commands the WIZARD! But before their release, the Trapster places a small anti-gravity disco on his captives. Then, with a push, he sends them off into the eerie green flames that first caught Spidey's attention.

Inside, Spidey and Betty plummet through a vortex - towards who or what is unknown. Spidey attempts to grab Betty with a well placed web-line, but the gravity here is not as we normally know it, so Spidey is forced to rely on the anti-gravity discs placed on them by their sinister foes, Wizard and Trapster.

"Identify yourself! Answer me quick, man, or I will run you through!"

The command is the first thing Spider-Man hears upon awakening in another realm. A knight on horseback, holding a lance aimed straight at our hero

World Enough & Time
-or- The Man Who Would Be

barks the words. Spidey's confused, and wants answers as much as this guy, but can't find them with a lance pointed at his throat. A quick burst of spider-strength eliminates such obstacles – and creates new ones.

"KILL HIM!"

The knight summons his troops from the woods to eliminate this strange threat. No sooner do the knights' attack than another force strikes from the trees, quickly eliminating the medieval warriors and snatching our hero from harm.

A short time later, Spider-Man is questioned by the leader of his saviors, Glara, tribal leader of the Green Folk.

"Do you serve the Wizard? Is this why you have come to our woods?"

Spidey tries to explain that he is in service to no one; he is only in search of his friend, Betty. Glara reveals that Spider-Man's friend has been taken to a magician's tower just a short time ago, but such a place is heavily guarded by those in service to the magician. Even so, Spidey elects to go, but not alone.

In just a short while, both Spidey and the Green Folk stand outside the seemingly impenetrable tower where serpents and fire guard the main gate. Spidey constructs a small web-bridge to help him and his companions across the demon moat. But an energy blast from out of nowhere makes quick work of Spidey's webbing.

"I'm thinking we've been spotted. So we'd best move it! Don't worry... I've got the line. But all of you are not exactly light-weights, so climb over me as fast as you can."

Spidey clings to the tower's side while holding a line of forest people who make their way over him and into the tower where the battle awaits.

Meanwhile, back in the world we know as ours, the Wizard proclaims that all is proceeding better than hoped. Then, the enigmatic Senator Ward reveals himself, concerned over the kidnapping and subsequent disappearance of a reporter such as Betty Brant. The Wizard, annoyed by anyone doubting his abilities, states that the reporter, Spider-Man, and the other have all been attended to and should be no worry to the good Senator. The Wizard then enlarges the portal that took Spidey to another realm. The Wizard himself means to pass through and warns the Senator that he had better leave on his flight to Washington as planned lest he become more a part of the project he funded.

Back to our hero. Spidey has located Betty while his companions slug it out on the tower's roof. The two attempt to make it through the carnage, Betty trying to explain along the way, but they are halted by the very same knight that Spidey first encountered. On the brink of a major fight, Betty decides to jump between the two combatants.

"Stop it! Now! None of this is real. Haven't you figured it out yet?"

Betty explains that their minds are being tampered with. It's all an illusion – an illusion to which the Senator is somehow connected. Betty's words ring true to the knight, clearing his own mind. That knight reveals himself to be the Ranger, who just months ago tried to kill Ward himself.

"Very good. I must admit I underestimated your investigative skills. And while Spider-Man and your otherworldly opponent fall for my little... 'it all is an illusion' is an understatement... virtual reality landscape is the more appropriate term..."

Enter the Wizard, revealing himself in his own VR landscape. Spidey wants answers, but Betty feels she knows enough, and as she lunges for the Wizard who knocks the trio back with a blast from his hand.

Spidey awakens with a chip in his jaw. He finds himself, along with Betty and the Ranger, tightly secured and seated with the Trapster and the Wizard close at hand. The Wizard is set to reveal the crux of his plans – a gateway to the Negative Zone where the Wizard can bring such untapped energies home. Spidey cites, unable to stop him until...

The Ranger is able to free one arm, enabling him to aim Trapster's solvent spray toward Spidey's shackles. Once free, Spidey moves to return the favor, freezing Ranger. The Ranger, weak from his escape stunt, leaves Spidey to tackle Trapster alone. Spidey dodges the Trapster's blasts, webbing up the villain and giving him some of his own medicine.

Spider-Man knows that the Wizard and his scheme is the true threat here and plans accordingly. Spidey confronts Wizard, snatching the matrix's transponder from Wizard's grasp and throwing it into the matrix itself. The Wizard follows, but to no avail as the matrix explodes, bringing the building down around Spidey and his allies. Bruised, but not broken, Spidey, the Ranger, and Betty Brant live to wonder what awesome scheme lies in wait – both for them, and the world.

Peter Parker, Spider-Man #4

"Beneath it All."

Howard Mackie
Bart Sears
Scott Hanna
story & art

Mark Bernardo
colors

RS & Comicraft's Liz
letters

Night descends on New York City. Two young lovers stand in a dimly lit alley. They've read the papers; they know what is going on; yet, like everyone else, they think it can't happen to them. Then, like a flash of lightning – it does. Someone, something, grabs hold of the young man and pulls him down through a manhole, leaving a scared young woman alone with nothing to do but watch.

"And that's how the police found her. She's in the hospital now. Frozen with fear."

Reporter Betty Brant and our very own Peter Parker, Bugle photographer, have been covering these recent disappearances. Initial thought is that a mutant madman is on the loose, seeking out prey and taking them to their deaths in the sewers below.

Both Peter and Betty are in the midst of continuing their search for evidence when J. Jonah Jameson, in his unique way, barks to the two that they should find some way to link these weird happenings to our beloved wall-crawler, Spider-Man.

Peter and Betty forge ahead with no time for any of JJ's speeches. At the site of the last attack Peter becomes all the more aware of the previous weird happenings. His Danger-Sense begins to go wild, only Peter has no idea where the attack is coming from before it is too late.

"Blindsided me... can't get to... her... blacking... out... Betty..."

Elsewhere, in Westchester County, at the home of the Uncanny X-Men, the X-Man known as Marrow is not happy about the mutant publicity as of late. Storm, co-leader of the X-Men, tries to allay Marrow's anger, but to no avail – Marrow intends to set things right.

"But you and I both know that the Morlocks ain't so pretty to look at! If any upworlders go hunting around those tunnels we lived in, they're going to stumble onto the few surviving Morlocks and then... there's goin' to be blood spilled."

Meanwhile, Peter Parker wakes in a hospital bed surrounded by his wife MJ, along with Aunt May and Jill Stacy. Peter, ever the hero, just wants to rush off and save the day. Mary Jane is quick to remind him that he isn't Spider-Man anymore, so although Betty is a close friend, this isn't his responsibility. Remember: Peter still hasn't let MJ in on his secret that he is once again Spider-Man.)

It isn't long before Peter receives some visitors in the form of Flash Thompson, Betty Brant's old boyfriend, and J. Jonah himself. Flash masks his own fear about Betty's disappearance by degrading Peter and storming off. On a more curious note, JJ tells Peter to back off the story. Unbeknownst to Peter, this decision by JJ comes on the heels of his getting a visit from Senator Ward about the recent mutant madman case. Nonetheless, by nightfall both Marrow and the web-slinging Spider-Man are off, bent on finding the truth.

Outside an entrance to the city's sewer systems, a mob of angry citizens has gathered in protest, willing to do what the police have been unable to accomplish – catch the mutant freak.

"The name is Marrow! I'm one of those mutants you all seem so anxious to meet! No human enters these tunnels alive."

The appearance of Marrow drives the crowd into a frenzy. A frenzy that is only stopped by Spider-Man, who shocks the crowd into calm. That is, all but Marrow, who storms headlong into the tunnels, bent on killing what is really down there hunting humans.

Spidey is hot on her trail when the two hear a scream just up ahead and race to discover what it came from. They find no super-villain or monster present, however; instead, they find all those who have been kidnapped bound by ropes but still alive, when Spidey senses something.

Bats swing in from above as mist fills the room's lower spaces, and a villain is revealed.

"You, dressed in red, you sensed my arrival. There is a power that courses through your veins. Never have I faced food with such might."

Spider-Man and Marrow are told to prepare themselves for sacrifice when Marrow attacks. Spidey moves in for the fight, Marrow moves in for the kill, but the strength and speed of Hunger surprise both. Their only chance appears to be putting one of Marrow's stakes, held by Spidey, through this quasi-vampire's heart.

CITY

People have been disappearing and mutants are to blame. With tensions high, could this spell the beginning of a genetic race war? Or are there more sinister intentions at work other than hatred? B1

But Spider-Man cannot do it – he cannot bring himself to kill. Spider-Man does bring himself to muster up his own strength –strength he uses to pummel Hunger until all that is left for Hunger to do is flee.

Elsewhere: "Yes. This is Ward. They failed? Excellent. Apprehend and contain Hunger... again. He is useful to us. The Bugle story has been killed. The plan continues."

Amazing Spider-Man #5

Howard Mackie
John Byrne
Scott Hanna
[illegible]
Gregory Wright
[illegible]
RS the Comicraft Guy
[illegible]

We open with explosions and rifle blasts. The culprits: armored men robbing a New York City bank of its gold. The police are kept at bay due to the high-tech battle suits and weaponry this militia of thieves possesses. Then, like so many times before, a costumed hero with great power and responsibility charges in to make this neighborhood friendly once more. And Spider-Man is nowhere to be found.

"It's a spider... girl!"

A Spider-Woman, to be exact, who flies (yes, flies) in and mops up the armored villains like nobody's business, then stops to take a few bows and pose for some pictures.

Halfway around the world, in the island nation of Madripoor, we find Jessica Drew, the original Spider-Woman, now private investigator. Jessica is arriving home after a long day about to get longer. She is attacked upon entering her home. The assassin is fast, but so is Ms. Drew. She lashes out with some venom blasts, courtesy of her old Spider powers, but is quickly immobilized by her assailant - her unknown assailant.

Meanwhile, the show's star, Peter Parker is enjoying a patented Aunt May breakfast while his wife runs frantically around their apartment readying herself for her next flight. In all the commotion MJ mentions to Peter that she's going to have to use his carry-on bag because she can't find hers. Peter rushes to stop MJ, playfully tackling her and helping her find her own bag. The reason for the fuss: Peter has his Spidey duds in the bag; should MJ find them, the jig is up and his secret is out.

In California, Julia Carpenter, the last to hold the mantle of Spider-Woman, eagerly awaits the arrival of her daughter from school. Instead, she is greeted by the same menace that threatened Jessica Drew. Julia, like Jessica, is paralyzed. Once again begging the questions: Who? And why?

Over at the Daily Bugle, Peter enters to find good ol' JJ on another tirade, but for an entirely new reason. The morning edition of the Bugle has a front-page story on the new Spider-Woman. Betty Brant fills Peter in on Jonah's new obsession and a S.H.I.E.L.D. informant's report of other attacks on other holders of the name Spider-Woman whose identities were not revealed. At the same time Peter can only think of one thing, "It can't be her! Not young Mattie Franklin!"

At that moment in midtown Manhattan, forty-foot monsters from the Mole Man's subterranean realm threaten the residents' safety. Have no fear though; the new Spider-Woman is on the scene battling it out with them. Slugging it out and having too much fun, Spider-Woman doesn't even notice the monster behind her 'til it's too late. Peter, having left the Bugle to investigate as Spider-Man, stumbles onto the scene just in time to see Spider-Woman swallowed whole. Spidey gives the monster one heck of an uppercut and one slimy Spider-Woman comes flying out. The two wrap up the monsters, sending them running back underground. Spider-Woman pauses for some press opportunities only to be snatched up by Spider-Man himself.

"Mattie, we've got to talk."

Having deduced this new Spider-Woman's identity, our Spidey attempts to explain to Mattie that not only is this not a game, but there may be dangerous people after her. Mattie does not respond well to the reprimand, looking out at her idol. Just about to storm off, Mattie is swept off her feet (again) by Spider-Man, saving Mattie from an unseen attack.

"You... you... saved me... even though you're mad at me! Even though I yelled at you!"

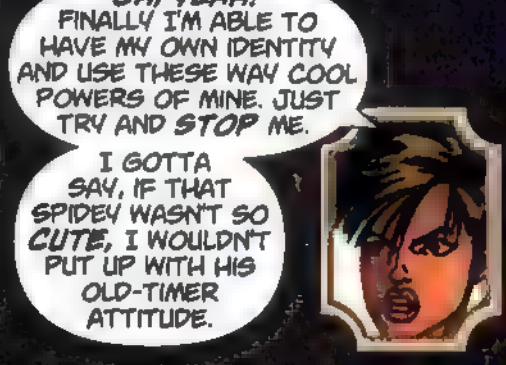
Of course he did, he's our hero. But not even Spidey's heroics can save Mattie from the next attack. Mattie is snatched right out of Spidey's arms.

"Whoever he is... he's fast! I never saw him grab her! And from the look of things, Mattie's not faring much better. This is what I was afraid of."

Peter rushes to Mattie's aid as the still unknown assailant pummels her in a dark alley. Swinging on a web-line the two make it to safety. The safety is short-lived. A goo bomb ignites around them and an unknown force shocks both Mattie and Peter. The shock-wave paralyzes Mattie, but Spidey isn't out yet. In fact his mere presence appears to hurt their attacker, driving her out.

"You! There is something about both of you! You have hurt me! I cannot continue the draining today! I have no choice but to kill you both!"

And there, crouched above them, is another Spider-Woman - an EVIL Spider-Woman intent on being the only Spider-Woman.


OH, YEAH! FINALLY I'M ABLE TO HAVE MY OWN IDENTITY AND USE THESE WAY COOL POWERS OF MINE. JUST TRY AND STOP ME.
I GOTTA SAY, IF THAT SPIDEY WASN'T SO CUTE, I WOULDN'T PUT UP WITH HIS OLD-TIMER ATTITUDE.

DAILY BUGLE
NEW YORK'S FINEST DAILY NEWSPAPER
J. JONAH JAMESON, *Publisher*
JOSEPH ROBERTSON *City Editor*
BENJAMIN URICH, *Editorial Page Editor*

EDITORIALS

WOMEN ARE SPIDERS TOO!

PETER PARKER/BUGLE PHOTOS

EDITORIAL BY BETTY BRANT

The city of New York got more than it bargained for when it asked this question several months ago: "Where is Spider-Man?" After weeks of inactivity the wall-crawler appeared once more. Now, several weeks later another arachnid has appeared on the scene. She goes by the moniker **Spider-Woman**.

Just weeks ago in Manhattan's Upper East Side, police sat pinned behind their squad cars while armored terrorists had their way with our city's finest. Then, like the people of this metropolis have seen countless times before, a costumed hero bearing the symbol of the spider swooped down to save the day. Only this time our hero was of the feminine variety.

Sources report that gender was not the only thing that separated this costumed do-gooder from her predecessor.

"She was flying – no doubt about it. I mean, we [NYC police] saw no webs, nothing – just this girl in a costume like Spider-Man's hanging in the air," states **Officer Eric Parks**.

Flying was never a reported ability of Spider-Man, so what is it exactly that links this Spider-Woman to the man? Daily Bugle publisher **J. Jonah Jameson** had this to say: "I think this is a perfect example of someone worshiping – **No**, idolizing, the activities of a flashy vigilante. Interfering with police matters is against the law. Spider-Man is a **menace** and this copycat, woman or otherwise, is no different."

Is this woman simply a fan, if you will, of NYC's friendly neighborhood Spider-Man, or is there something larger at play here? Some may write off Spider-Woman's appearance as nothing more than a costumed clown with little imagination. Others may view Spider-Woman as another case of Homo Sapiens Superior gaining the upper hand. Others still may welcome the help of another hero, a super hero, who uses abilities beyond that of mortal man (or woman) for the benefit of all humankind.

One piece of interest that separates Spider-Woman from her male counterpart is her willingness to talk with reporters. In fact, so willing to converse with the press, this Spider-Woman appears to relish her role as costumed hero

"Hey, what can I say – I've got these powers, right? Why shouldn't I use them to help out? Besides, flying and kicking some villain-butt are way **cool!**"

Are these the words of a menace, of a vigilante in a flashy costume whose only intention is to question authority and the status quo? **Captain America** of the world-renowned super hero group, **the Avengers**, had this to say: "This new Spider-Woman appears to have an understanding of the responsibility she has while possessing such powers. That is not to say that I condone any individual with exceptional abilities to go put on a colorful costume and fight crime. What I am saying is that I, along with other members of the Avengers, have worked with Spider-Man on several occasions, and if he is indeed Spider-Woman's role model, then I believe she is following a fine example. Thank you."

So is that all – a pat on the back and send her off? Can Spider-Woman face the likes of such super criminals as **Doctor Octopus** and **Venom**? More to the point, what new villains, bent on Spider-Woman's demise, will appear in direct correlation with Spider-Woman's own introduction?

In this reporter's opinion a person who goes out to fight murderers or thieves is just plain putting themselves and others at risk. A super-powered person at odds with a super-powered criminal is taking those same risks. Still, it's nice to see that some still believe in heroes.

Peter Parker, Spider-Man #5

Leaping upon a Manhattan skyscraper, we find Spider-Man struggling to hold Mattie in his arms. Spider-Man has just rescued Mattie from the clutches of an evil Spider-Woman. Mattie was beaten, bruised, and paralyzed by this new femme fatale who has decided to join the life of Lyera. This evil Spider-Woman wants solo claim to the title, and she won't allow anything or anyone to get in her way.

While saving Mattie from near death, Spidey himself received some sort of neural disrupter sting. It has left his powers momentarily weakened, and his head quite dizzy. He manages to bring Mattie to temporary safety inside an office building. Laying her limp body down, he looks over the youthful heroine wearing her very own Spider-Man costume. At that moment, the webbed-one ponders the lesson he learned a long time ago:

"With great power must also come great responsibility."

Young Mattie reminded him of that when she tried to become Spider-Man herself and go after Shadrac. That was when Peter took the webs out of retirement when he started lying to his wife.

Mattie regains consciousness and sees that the coast is clear for now. She begins to tell Spidey exactly how she received her powers. All about Norman Osborn, the ceremonial pieces, and the Gathering of Five Ceremony.

Refusing to let Spider-Man take her to a hospital, Mattie pushes him away before she blacks out again. Spidey realizes that they need a place to hide, and quickly. In addition, Peter still has to get home and take his wife Mary Jane to the airport, before she starts to suspect something is amiss.

Meanwhile, back at MJ and Peter's apartment, dusk begins to fall. MJ's patience wears thin when the phone rings. Thinking it is Peter with some excuse, MJ is rather shaken by a prank phone call that appears to be much more than just a prank.

A short time later, we find the Black Cat, also known as Felicia Hardy, inside her apartment. She was once one of the best cat burglars in this or any city. Now she tries to follow a straight path, playing the role of private investigator. And now, she is Spidey's only hope.

"She's going to track us down. I just need a little more of a break. If you watch my back until then..."

Meanwhile, MJ and her best friend Jill are speedily making their way to The Daily Bugle to find Peter. And Jill is not quite sure why.

"There's stuff between me and Peter... stuff I thought was long buried... I just will feel better when I find him."

At that moment Black Cat stands guard as Spidey and Mattie rest. A rest that is soon over. KTASH -- the evil Spider-Woman comes crashing through the apartment window, sending Mattie to the floor and Spidey on the attack.

"This is none of your business, Spider-Man. You might say this is a girl thing. So back off before I --"

She has no time to finish, for the Black Cat enters the fray! But Spider-Woman proves too powerful for Cat, sending her headfirst out the broken window while knocking Spider-Man away from Mattie.

"Better be quick with your choice, Spider-Man. Who's it going to be? The Black Cat -- or the kid?"

Spidey dives toward the window, shooting a web-line straight to Black Cat, swinging her back through the window. Wasting no time Spidey leaps toward Spider-Woman, pushing her back with a barrage of punches. The beating overwhelms Spider-Woman. As she flees Spidey tags her with a Spider-tracer, knowing that this is far from over.

As Peter swings off to get Mattie medical attention, a lonely Mary Jane Watson-Parker sits in a dark apartment, haunted by the constant ringing of a telephone. Knocking the phone to the floor, MJ vows that she and Peter will have a normal life as she sits huddled in the corner.

I had another phone call today. They're getting more vicious. I want to tell Peter, but I just want us to be together. No distractions - not Spider-Man, not a super-villain, and certainly not a prank caller.

Amazing Spider-Man #6

"Truth be Told (.. or Not)"

Howard Mackie
John Byrne
Scott Hanna
story & art

Joe Rosas

Richard Starkings
& Comicraft

The truth be told or not, that is the dilemma of our Spider-Man.

"I know she's going to be mad at me... but this lying by omission thing is killing me," admits a confused Peter Parker.

He has yet to reveal to the love of his life that he has once again engrossed himself in the webs. Nor has he told Mary Jane about Shadrac, Mattie, Senator Ward, or this new evil Spider-Woman. He comes to the conclusion that Mattie is to blame for Spider-Man coming out of retirement. After more procrastinating, a nervous Peter Parker makes his way back to his apartment where his Aunt May and his beloved wife await.

He was ready to explain why he was not able to drive her to the airport. Ready to explain why she missed her photo shoot, but MJ has only one question that needs answering:

"Peter... are you Spider-Man again?"

Revealing nothing beneath his shirt, Peter solemnly answers "No" but before it can go further the phone rings. Compelled to answer the phone in order to keep the prank calls a secret from Peter, MJ dashes to the receiver. But this time it's Robbie Robertson from the Daily Bugle with news on a breaking story - the new, evil Spider-Woman has been spotted, and who better to get some primo pictures for the Bugle, than Peter!

Elsewhere, the evil Spider-Woman is taking on some armed guards who attempted a sneak attack on her. She spits out that she doesn't want to hurt anyone. She doesn't want the power, the costume, or the fighting - just her life back. Spidey soon locates this new evil and confronts her. Through anger and confusion she struggles to tell him who she is, and who sent her. Between fighting Spidey and her own pain, this Spider-Woman reveals that an evil doctor of some sort did this to her and sent her to capture Spider-Man. Spidey offers her his help, but Spider-Woman shouts that she needs much more from him.

"I want your LIFE," she screams as she lunges toward him.

Cut to a New York hospital where her Aunt Marla and Uncle Jonah are trying to locate Mattie. Apparently Mattie's father is a friend of Jonah's and told him Mattie was missing. So, Jonah has used his newspaper resources to track her down. When the short-tempered Jonah meets the Spider-idolizing Mattie, his blood pressure hits the roof at the first mention of Spider-Man. After Jonah's stormy exit, Mattie is next visited by a mysterious woman in a wheelchair. A woman who is none other than Madame Web, who has received the gift of immortality from the Gathering of Five ceremony. She has sought out Mattie because she has a job for her.

Meanwhile, we find a tied and tangled Spidey who has been brought to a lab by the evil Spider-Woman and left dangling upside down, cocooned in her webs. When Spidey comes to, a familiar and evil face greets him.

"DOCTOR OCTOPUS? You're behind this?"

Doc Ock begins to explain how he kidnapped a normal career woman and turned her into a vicious, feeding Spider-Woman. Using genetic testing and torture, he was able to make her his. She was what he needed to carry out his twofold plan. Part one was her ability to absorb the useful powers of the other Spider-Women. Part two was to draw the attention of Spider-Man, who he now holds captive in his underwater lab.

"Now we put an end to our long relationship, Spider-Man. You will serve a role in future events as they unfold, but in all honesty... having you alive would most certainly prove to be a hindrance. I believe it is feeding time, my dear."

Spider-Woman slinks down the body of our hanging hero ready to feed. Spider-Man attempts to talk to the girl trapped deep inside the genetically altered body.

"Don't bother struggling, Spider-Man. Those psi-webs of hers are quite secure. And since she has already drained you of your powers -"

With a burst of spider-strength, the psi-webs snap, sending Spider-Woman to the ground below. She never could drain Spidey of all his powers; in fact, it hurt her when she tried. Spidey had hoped he could help her but the control Doc Ock has over her mind is too strong. Instead, Spidey, ever the thinking hero, does some controlling himself by setting Spider-Woman up to smash through a protective window that seals the complex.

"Oh boy! Hope everybody brought their swimmies!"

Doc Ock snags Spider-Woman on his way to an escape pod, leaving our webbed hero to swim his way out into - hey, what's that smell? -- the East River.

Sometime later, Peter Parker, unbelievably on time for dinner considering his appetizer, rushes to meet up with MJ, Jill, and Aunt May. And viola, Aunt May has a new hair style. After the compliments, MJ mentions that she ran into Flash Thompson today, and he wanted to talk to Peter. Something about Spider-Man.

EDITORIAL

First Spider-Man, then Spider-Woman, now an EVIL Spider-Woman. At what point do we ask the question: Are these costumed heroes attracting costumed villains that threaten not only the life of the hero but the lives of innocent civilians as well? **A12**

Amazing Spider-Man #7

"The Perfect World" Part 1: Heroes & Villains

Howard Mackie
John Byrne
Scott Hanna
story & art

Gregory Wright
colors

RS & Comicraft's Liz
letters

Tapping is heard on the balcony window of a high-rise, luxury apartment. A web-line extends a note down to its occupants. Danger is in the air and a certain kind of hero is needed.

"What's with the 'Mr. Thompson' stuff, Spidey ol' buddy? It's just **me**... **Flash!**"

In a strange situation we find **Flash Thompson** winging his way over New York City on a jet pack with none other than the Amazing Spider-Man acting as his sidekick. Obviously this is not the New York City we are familiar with – or is it?

Flash and Spidey head for the **Baxter Building** where **Doctor Doom** has beaten the **Fantastic Four**. His plans are simple – use Reed Richards' technology to access the Negative Zone and bring forth allies to serve him as king.

"Sheesh! Talk about your **delusions of grandeur!**"

Spider-Man enters, cracking wise, and heading straight for Doom. While Spidey keeps Doom busy, Flash frees the Fantastic Four from their bonds only to discover that Doom, in his foolishness, is tearing a hole in the time-space continuum. Flash and the Fab Four are about to set things right when **Blastarr** and **Annihilus** make their way through the portal only to be hatted by – Doom. Well, Doom's limp body anyway.

Spidey enters the fray trading blows with both Blastaar and Annihilus along with a tiny bit of help from our hero, Flash. The duo of Flash and Spider-Man knocks all three of our villains back through the portal.

"Bad guys are gone, portal is closed, switch is thrown... and the world is saved!"

The world is saved indeed – but is it our world? Read on.

During a parade with members of both the Fantastic Four and the **Avengers**, the people of New York cheer Flash and Spider-Man. The Mayor, **Norman Osborn**, gives the key to the city to both Spidey and Flash, adorned with Thor's winged Asgardian helmet. But the more things change, the more thing stay the same. J. Jonah Jameson storms the steps, fuming mad that the key to the city is being given to, in his narrow opinion, two criminals.

"Jonah... **SHUT UP!**"

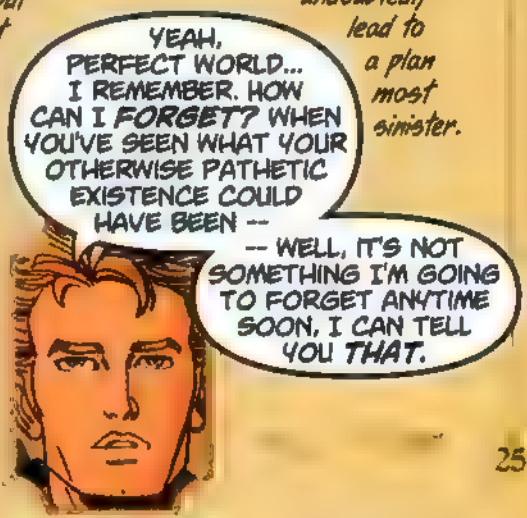
Spidey belts JJ in the jaw and watches as Jonah is carted off by authorities. The ceremony continues, but something just isn't right – and Flash can sense it. To bad he's having too much fun to pay it any mind.

"Flash Thompson was correct... something is not right!"

Sitting in a wheelchair, watching the broadcast of the celebration on television sits a man who is willing to notice that things are just not what they should be. That man is Peter Parker. Normally Peter is the web-headed Spider-Man, but now he sits – crippled and unable to put his finger on exactly what is amiss with his current situation.

"Just needs to get his nose out of those books and into the fresh air... right Pete?"

The words come from the very man who taught Peter his greatest lesson – with great power must also come great responsibility. That's right, it's **Uncle Ben**, alive and well. Mysterious happenings are afoot. Mysteries that will undoubtedly lead to a plan most sinister.


YEAH. PERFECT WORLD... I REMEMBER. HOW CAN I FORGET? WHEN YOU'VE SEEN WHAT YOUR OTHERWISE PATHETIC EXISTENCE COULD HAVE BEEN --
-- WELL, IT'S NOT SOMETHING I'M GOING TO FORGET ANYTIME SOON, I CAN TELL YOU THAT.

Amazing Spider-Man #8

The Perfect World
The Conclusion: The Return

Howard Mackie
John Byrne
Scott Hanna
inkers
Gregory Wright
color
RS & Comicraft's Liz
letters

Welcome back to the perfect world – the perfect world for Flash Thompson anyway. Flash, along with his sidekick Spider-Man, is dismantling a bomb just outside of New York City. Actually, Flash is dismantling the bomb while Spidey is left to deal with agents of both the Red Skull and the Kingpin.

"You know, after we save the world... again... you and I are going to have to sit down and talk about this equal partnership thing! I'm thinking I could cut the wires just as easily as you could!"

Spider-Man banters as usual, cutting through hordes of their enemies' agents. Flash defuses the bomb in a snap and then flies off via jetpack, scooping up the perpetrators of this whole mess: the Red Skull and Kingpin.

Before you know it, we're back on the steps of City Hall just in time for another rally in honor of our heroes Flash and Spider-Man. This time Peter Parker, crippled in this reality due to an explosion, crashes Flash's little shindig, but Flash gives Peter a chance to explain what's bugging him.

"You! Spider-Man! All of it! Look! I've done the research! It's some sort of space time anomaly, or... or... it's just all wrong!"

After Peter's outburst he is escorted off the premises and strapped onto a gurney in an ambulance. With one surprise after another, Gwen Stacy, long dead in the reality we know, offers to ride along with Peter given his current condition. Peter only becomes more frustrated by the minute. And then it happens. Peter slips and calls Gwen by the name of her cousin, Jill.

"This isn't right! I am not 'Pun' Parker'! I wasn't crippled in the explosion. I shouldn't be in a wheelchair. I–"

The unraveling begins as 'Pun' Peter breaks his restraints and leaps from the back of the moving ambulance.

Later, we are gathered at the wedding of Flash Thompson and Mary Jane. Flash leaves Spidey's side to go clear his head – something is weighing heavily on Flash Thompson's mind. At that moment, Peter Parker races down the church wall and takes out "Spider-Man" with one punch.

"Out cold! Now to see who it is underneath the mask! Of course! I should have guessed! Who else could pull off a stunt like this! But he's never been this powerful! And if he's unconscious... why is the illusion still going on?"

Not the kind to wait around for answers, Peter swipes the outfit off the "other" Spider-Man and heads inside. Before Spidey can reach Flash an explosion occurs, and Spidey and Flash are surrounded by villains from Kraven the Hunter to the Hobgoblin and Venom.

Spidey dives into the melee, duking it out with his entire rogues' gallery. Along the way he tries to reason with Flash, suggesting that he search his mind for what he really knows to be true – telling Flash to look for the one villain who may be capable of such an elaborate illusion and asking why MYSTERIO is not present.

Mysterio, the master of illusion, and until moments ago Spider-Man, makes a run for it. Flash and Spidey give chase, listening to Mysterio explain that he kidnapped all those who had the most contact with Spider-Man in an attempt to learn all of Spidey's secrets.

"But I had no idea Thompson's mind would overwhelm all the others.

And so it is up to Flash to free the other minds trapped in Mysterio's little game. But to do so Flash must be willing to give up a perfect world – his perfect world.

"This may put an end to my perfect world, Mysterio... may make me fight every instinct in my body, but... I can still do this!"

With a right cross to Mysterio's head, Flash makes his decision, and the illusion is shattered.

Flash is the first to wake to a fleeing Mysterio. A Mysterio angered by his failure and eager to point a finger. He tells Flash that he is nothing more than pathetic, forced to live in a dream world due to the sad state of his own reality.

Mysterio exits as Peter, MJ, Aunt May, Jameson, and others awake from their slumber. Seeing that all are safe, Peter offers a helping hand to Flash, but the words of Mysterio were all too real for Flash Thompson.

"Not on your life, Parker! I don't need you! I don't need any of you! And – I don't need Spider-Man! I'm Flash Thompson! And it was me who saved all of your butts... don't you ever forget that! And that's no illusion – that's hard, cold reality!"

LEAVE IT UP TO SPIDER-MAN TO BE CONNECTED WITH THAT CRIMINAL MYSTERIO.
IF I HAD A PAPER SALE FOR EVERY TIME THAT WEB-HEADED FREAK PUT MY LIFE AND THE LIVES OF OTHERS IN DANGER, I WOULD BE BIGGER THAN HEARST BY NOW.

Peter Parker, Spider-Man #6

"The Whys Have It!"

Howard Mackie
John Romita Jr
Scott Hanna

Gregory Wright

Richard Starkings
& Comicraft

Our friendly neighborhood Spider-Man has his hands full with agents of Hydra. The very same agents who contributed to the fall of Wilson Fisk – the fall of the once and future KINGPIN of crime. Currently, these loyal agents of Hydra are after Senator Ward.

"So, Senator, you want to tell me what this is all about? Seems like a lot of people want you dead. That Ranger guy, the Sandman, the Trapster, and now Hydra?"

With the Hydra agents beaten and webbed up at his feet, agents who moments ago had tried to kill him, Senator Ward weasels out of Spidey's question by shouting to police, forcing Spidey to flee but vowing that soon they will talk.

Left without answers, Peter changes back into his civvies and returns home to find Jill and her father, Arthur Stacy, visiting Mary Jane and Aunt May. Arthur asks Peter if he could help him find Spider-Man. He needs to check out a few leads he obtained from his private investigation firm in Hong Kong. Apparently, people of somewhat questionable repute tipped him about a certain U. S. Senator. MJ quickly tells Arthur that Peter couldn't possibly help him get in touch with Spider-Man. A pensive Arthur leaves the apartment with his daughter Jill following him. Before Peter can follow, the phone rings.

"Don't you call here anymore! Do you understand?"

MJ slams the receiver down and tries to convince her husband that nothing is out of the ordinary. It rings again. MJ turns a deaf ear. She tells Peter that he should convince Arthur to take his information to the police instead of Spider-Man, and rushes him out the apartment.

"RRRRRRRRING RRRRRRING," Aunt May tells MJ that she shouldn't go on like this -- she must tell Peter what has been happening.

Meanwhile, Jill chases her father down the street and begs him to explain what is happening. A black car screeches up alongside them. Three men in black suits urge Arthur to step inside the car, for the Senator wishes to speak with him.

"Shh! I have to do this, Jill. Things have been set in motion. I'm part of it. Always have been," Arthur tells his sobbing daughter. Upon leaving, Arthur instructs Jill to find her brother, Paul, and leave town.

Peter catches up with a teary-eyed Jill on the corner as the limo pulls away with her father. Always the clever one, Peter places a Spider-tracer on the mysterious auto.

"Everything will be okay... I promise. Let's get you home to Mary Jane."

A short time later, Arthur is brought to a skyrise rooftop where Senator Ward looks out over the glittering city, contemplating his future – and his past. He explains that the return of Wilson Fisk will prove to be detrimental. Then, the good Senator asks Arthur to join forces with him before it is too late. But before another word is spoken, the Senator's concerns about Fisk are proven right.

"Okay... so can I safely assume you all recognize me? **BULLSEYE**, master assassin, never miss anything I aim at... you know the drill. Basically, you're dead."

The Senator's guards fall instantly to a pair of well placed throwing stars while another shuriken takes out Arthur's handgun, disarming him.

The Senator and Arthur appear dead for sure when suddenly some familiar webs block Bullseye's path.

"**SPIDER-MAN?!** Oh, come on... this job was supposed to be a cakewalk! What're you doing here?"

Spidey keeps Bullseye occupied briefly while Ward pleads for Arthur's help.

"No. He wants me dead for what I know. He wants you dead for what you did."

Bullseye whirls one of his knives toward Ward, but it plunges into Arthur's back.

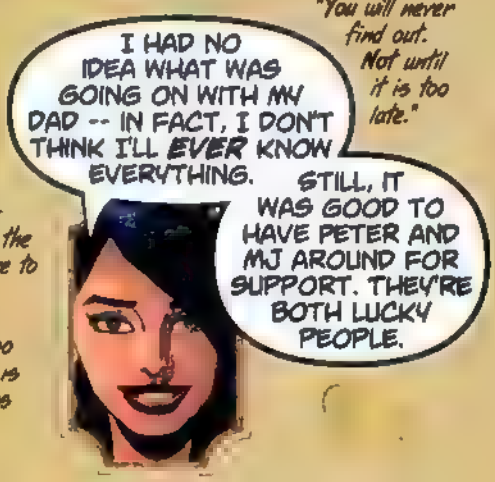
"Guess your pal there is all talk, Ward... I was aiming for you. He took one for you, but guess what? I've got plenty more where that came from."

Then, Spidey re-enters the fray. Bullseye spends too much time fending off the webbed one, so he decides to go with Plan B – and blow up the entire rooftop.

"Sometimes you just can't aim for the Bullseye. Sometimes you've just got to take out the entire target!"

CLIK – Bullseye blows the roof. Spidey, his spider-sense warning him of the danger, manages to grab ahold of Ward and the wounded Arthur, floating them safely down to the street on a web parachute. Ward's agents are below, ready to snatch him away. Spider-Man asks him once again why everyone wants him dead.

"You will never find out. Not until it is too late."


I HAD NO IDEA WHAT WAS GOING ON WITH MY DAD -- IN FACT, I DON'T THINK I'LL EVER KNOW EVERYTHING.
STILL, IT WAS GOOD TO HAVE PETER AND MJ AROUND FOR SUPPORT. THEY'RE BOTH LUCKY PEOPLE.

Peter Parker, Spider-Man #7

"Creatures of the Night."

Howard Mackie
John Romita Jr.
Scott Hanna
story & art

Mark Bernardo
colors

Richard Starkings
& Comicraft
letters

Cypress Hills Cemetery. Two men brave the mists and make their way through grave markers toward their goal. Inside a mausoleum lies a treasure that their boss wishes to possess. Unfortunately, such a treasure is guarded by creatures of the night – guarded by the undead – by VAMPIRES!

At the Manhattan penthouse of Peter Parker, our hero hurries from one corner of the room to the next, packing a suitcase. Peter is talking with his wife, MJ, trying to convince her that everything is taken care of. After packing, all he has to do is pick up some toothpaste and he will meet her. "What could go wrong?" he assures her. Peter may not like the answer. For on the table next to his luggage sits the Daily Bugle – the headline – "Vampire Bites Mob Again."

Just a short while later, we find Peter waiting on line at a convenience store finding anything but convenience. But the woman holding up the line is soon to become the least of his worries.

"What? Spider-sense is going crazy! That car! It's going to –"

The car crashes through the storefront window, spraying glass like shrapnel. Two men exit the vehicle carrying a large crate that is bolted with chains. Other men climb over the wreckage, eager to get at the first two men who keep the others at bay with machine gun fire. Unbeknownst to the two men carrying the crate, they are about to be blindsided. Lucky for them, Spider-Man just happens to be on the premises, instantly webbing up the stalkers.

"Okay, guys, time for answers! So what's with this rival gang? They're as creepy as I think they are... aren't they?"

The two mob men attempt to explain, but Spidey just isn't buying the whole vampire thing, although being surrounded by men floating down from the ceiling does have a way of convincing some! Vampires all around, Spidey has his hands full. Add to that the fact that the trunk, along with one of its keepers, the mob man T-Bone, has been appropriated. While Mutt, the other mob man, goes after his friend and the trunk, Spidey is left to fend for himself, but makes easy work of the vampires almost as if he was being helped from behind the scenes.

Once outside, Spidey checks the time – if he doesn't hurry he'll miss MJ again. Shortness of time notwithstanding, Spidey trails Mutt to an abandoned Roxxon Oil Company factory. Once inside, Spidey wants answers. Mutt explains that some guy calling himself Hunger crashed a recent meeting of the bosses.

Remember him? In addition, Mutt was told that whatever is in the trunk will help take care of the current vampire problem.

"It can't be. Vampires... aren't real!"

Regardless of his disbelief, Spider-Man reacts on instinct to his spider-sense and webs up some vampires trying to get a jump on him and his uneasy ally. They make their way further into the complex only to be stopped by the vampire hunter himself – BLADE!

"I wouldn't go down there if I were you. 'Cause the place is crawling with bloodsuckers. And you seem to have a problem dealing with them the right way."

Blade wants to leave Spidey behind due to his reluctance to kill. But ever the hero, Spidey treks on, seemingly unable to turn his back on others.

The trio make their way deeper into the factory. Blade leads the way, mowing down any undead that threatens their progress. Then they hit a wall. A wall calling itself Hunger. Blade and Spidey enter in attack mode, but their attempts are feeble next to Hunger's power. Tossed like rag-dolls, the only question remaining is: who will die first?

LOCAL

It's the mob versus vampires. With Spider-Man in the middle of course. But is this strange turn of events related in any way to the disappearances not long ago? C3

Meanwhile, Mutt, eager to get the trunk, forges on until he himself hits a wall as well. Mutt's wall is in the form of his friend, T-Bone, now transformed into one of the undead. The friends fight, and Mutt is forced to kill or be killed.

Sensing the death of one of his brethren, Hunger releases our heroes and storms off. This leaves Blade to tend to the box at which point Spidey makes his exit.

Just a short time later, Peter realizes what he has perhaps known all evening – he's too late. MJ's plane has left without him.

Peter Parker, Spider-Man #8

Blood Feud

Howard Mackie
John Romita Jr.
Scott Hanna

Gregory Wright

RS • Comicraft • Joe
Letters

Peter Parker, the spectacular Spider-Man, is afraid. He is afraid because Jimmy-6, the reputed mob boss, holds him at gunpoint. And the question left to ask is WHY?

Earlier that day, Peter, clacked out in his Spider-Man duds, waits around for a phone call he thinks will never come. A phone call from his wife, Mary Jane, who is surely angry with Peter for missing the plane to their vacation. So, Peter waits -- guilty that the reason he missed his wife's plane was because of his activities as Spider-Man -- activities that he is still keeping a secret from her. Nevertheless, the phone does ring, but it is Peter's boss, Robbie Robertson, from the Daily Bugle, calling to let Peter know that an assignment waits.

A short time later, Peter sits with his camera at the ready in the thick brush of a New Jersey swamp, awaiting the arrival of two mob bosses. Two large limousines pull up and Peter poises. The surprise comes when Wilson Fisk, the Kingpin, and Jimmy-6 exit from the vehicles.

Peter snaps away until the coldness of a gun barrel on the back of his neck stops him. It's one of the mob men intent on bringing Peter back to his boss. Peter, with a spider's swiftness, is able to slip away only to run headlong into Blade, the vampire hunter!

"Don't know who you are, kid, but you'd better leave. Those men took something from me... and I aim to get it back!"

The two have no time for discussion as they are knocked to the ground by a particle beam explosion shot by one of the mob's men. When they awake, Fisk, Jimmy-6, and their men are long gone. And so is Blade -- off to retrieve the very same trunk that Spider-Man left in his possession when last they met. Knowing this, Peter places a spider-tracer on Blade before his departure.

Later that evening, Blade watches at the old Brooklyn Navy Yard -- and so does Spider-Man.

"So... I'm guessing you found the trunk and... looky here... I found you! Now... how about some answers? And no riddles this time. What's going on here?"

Blade's feels that Spidey is out of his element here, but Spidey seems to think that, vampires aside, Fisk and his men are his specialty. So the two sneak inside where they watch as the Kingpin and his men attempt to open the trunk. Knowing it's time to move in, Blade and Spidey prepare for battle, but nothing could have prepared them for the small army of mob men that lie in wait for them, separating our heroes from the trunk.

"I'm telling you, Spider-Man... you don't want to let that trunk be opened!"

Blade's warnings reveal just a tinge of fear in his voice, and the two fight ever harder to make it through the crowd.

But they are too late.

A force to be reckoned with sucks in the men opening the trunk -- a force known as MORBIUS, the living vampire!

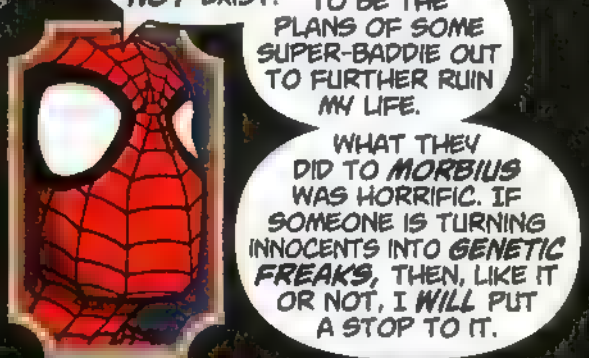
Morbius leaps from the trunk and lunges for Wilson Fisk. Instantly, Blade bears down on Morbius, eager to make the kill. In the meantime, Spidey tries to stay the deadly blades of the vampire hunter in order to save the life of Morbius, a man infected with a rare blood disease that makes him yearn for blood.

In the confusion, Blade is bitten by Morbius. Distracted, the Kingpin is able to get the jump on Morbius and flee the scene, leaving good ol' Spidey stuck between a mad vampire and an even madder vampire hunter.

Morbius tells Spider-Man that he would rather have Blade kill him. Morbius explains that he was taken by Hydra and experimented on in an attempt to make him into a weapon against Hunger, the new breed of vampire. That's why Hunger wanted him dead and why Fisk wanted him to use against Hunger.

Spidey insists that he can get help for Morbius. Blade, not in an arguing mood, leaves them... for now. And before Morbius passes out as a result of the stress, he tells Spidey that Hunger is actually CROWN, a Hydra creation who, curiously enough, is somehow involved with one Senator Stewart Ward.

After bringing Morbius to Tri-Corp Research for treatment, Peter heads home. This brings us to where our story opened, with Peter being greeted by a gun-toting Jimmy-6 at his home. He's supposed to make peace with Fisk by bringing him Peter, who later will be used by Fisk as an example to other snoopy newspaper folk. But Jimmy refuses to give Peter up. Instead, Jimmy-6 walks away, leaving Peter in the darkness of the night, alone with questions, and a ringing telephone.


UH-UH, NO WAY, I'M NOT BUYIN' IT. VAMPIRES DO NOT EXIST.
THIS HAS TO BE THE PLANS OF SOME SUPER-BADDIE OUT TO FURTHER RUIN MY LIFE.
WHAT THEY DID TO MORBIUS WAS HORRIFIC. IF SOMEONE IS TURNING INNOCENTS INTO GENETIC FREAKS, THEN, LIKE IT OR NOT, I WILL PUT A STOP TO IT.

DAILY BUGLE EXTRA ★★★

WEATHER: 912

NEW YORK'S FINEST DAILY NEWSPAPER

VAMPIRE HUNTER EMERGES

Raises Questions of the Undead in NYC

EDITORIAL BY BEN URICH

You've read the magazines and comic books. You've seen the movies. Now, the question is raised, "Do vampires really exist?"

For weeks this very paper has covered a war. Not a political coup in some far- off land, or even the next super-villain scheme that threatens us all, uniting costumed heroes the world over. No, this war has been between this city's criminal underworld and the undead.

Vampire Bites Mob Again. That was the headline. More than just certain criminal elements coming to power in the Maggia, this coverage included statements suggesting that vampires – that's right, of the bloodsucking variety – were not only real but that such beings were at odds with NYC's made men.

"Look – you can write what you want – I know what I saw. He had **fangs** and red eyes – and the other guy with the **sword**, well, when he cuts this fang guy – let's just say it ain't pretty."

Comments such as these were heard repeatedly from mob men recently. Facts have led us to believe that a brawl, gang war if you like, transpired between the mob and vampires. Witnesses say that a man called **Blade, the vampire hunter**, was also on the scene, drawn there by the high concentration of vampires.

Vampire hunter? Sounds ridiculous, but I suppose with people who crawl on walls, men that have tentacles for arms, and others that can turn to sand, this shouldn't be that difficult to swallow. More important to the validity of vampires and those that hunt them is this: when word spread that the press was covering this subject, people in high places began to comment. For instance, I myself was contacted by a liaison for **S.H.I.E.L.D.**, the super secret governmental spy organization, who had this to say: "Currently, S.H.I.E.L.D. is conducting its own investigations into the paranormal with the subject of vampires playing a large role. As of this time we have not found any evidence that suggests the existence of vampires or anything similar. Furthermore, it is the opinion of this governing body that any person acting as a killer of vampires should be arrested and brought in for questioning."

Is this more governmental rhetoric with the sole purpose of hiding the truth from its citizens? Or, is there truly something that we, as citizens, need to be protected from? Secrets have been kept before and, more than likely, secrets are being kept now.

PETER PARKER/BUGLE PHOTOS

More important is the subject of this vampire hunter named Blade. Eyewitnesses can account for his existence. In fact, this very paper has even photographed the man. So the question may not be whether or not this guy is actually hunting vampires, but instead, what exactly is this guy hunting? Furthermore, who does he work for, if anyone? Is he just some crazed loner who has read too many of those comic books or saw one too many movies? Perhaps he is a cold, calculated vigilante protecting our families from the evil of night stalkers while we sleep. No one has gotten close enough to this Blade to ask him any real questions.

What lies ahead for a vampire hunter? How long before this hero is overrun by the very plague he wishes to fight?

We may never know the answers to questions about vampires or this hunter who seeks to eliminate them, but there is something amiss. All the stories have not been made up, the eyewitnesses are not all dreaming, and the mere fact that a government agency wants you to stop asking questions can only mean one thing: Vampires exist! In Blade we trust.

Peter Parker Spider-Man '99

J.M. DeMatteis
~ story ~

Liam Sharpe
~ computer art ~

Al Rio & Liam Sharpe
~ pencils ~

Dan Schaefer
~ inks ~

Richard Starkings Comicraft
~ letters ~

John Nalisz & Liam Sharpe
~ colors ~

At New York City's World Trade Center on an autumn day a family has gathered for a celebration. Everything seems so perfect, it almost doesn't seem real. Peter Parker is present. Along with him sits his Aunt May, Uncle Ben, his wife Gwen Stacy, his daughter Mary, and his father-in-law, George Stacy. They are celebrating Peter's promotion to vice president of a company called Powerchip. The party is cut short when explosions from the other tower send people running in panic. Peter Parker's family runs too, but Peter takes off in the other direction, knowing he can be of some help. Under his clothes he doesn't find what he is looking for – no costume. Still, Peter forges ahead realizing that he has power and responsibility. Leaping the chasm between the two towers, Peter... falls.

Awake in his bed at his Manhattan apartment, Peter Parker retains only an echo of the dream in his consciousness. At breakfast he asks his Aunt May if she had seen Mary Jane before MJ left for her photo shoot. But Aunt May's thoughts lie elsewhere with a particular dream that she cannot remember. And Peter realizes – something is definitely not right.

Swinging high above the streets, Peter Parker, Spider-Man wonders what is amiss. What has caused the people he has encountered throughout the day to have such unsettling nightmares that they cannot remember but which tug at their very being? Making his way toward the Upper East Side of Manhattan, Spidey wonders about what an informant has told him – that the Seriers, the European cult once led by Norman Osborn, have gathered in New York for some secret conclave. Now, outside the multi-million-dollar townhouse where that meeting is to take place, Spider-Man waits... and listens.

"There is only one leader of your order. And he has been hidden from your eyes for untold thousands of years. Count yourselves blessed now to look upon the face – of the true SERIER."

Through a skylight, Spider-Man watches as the identity of this man is questioned. Those

"Song of the Man-Thing"

with doubts look on in fear as a naysayer is turned into gas with just a gesture from the Scrier. He explains that he is here today in search of an agent, one who he will work through to achieve his goals. Having chosen such a person, the Scrier's wish is to have him journey to the **Nexus of All Realities** and work his will on the universe. With the Scrier's intentions known, Spider-Man crashes the party.

"I don't know what your game really is, Scrier – you might even be Norman Osborn under that pancake make-up – but I've spent enough time with mystic Pooh-Bahs like **Doc Strange** – to know the Nexus is not to be **messed** with!"

The battle rages, but Spider-Man is able to cut through the onslaught of scriers. Spidey reaches the true Scrier and his disciple, prepared to set things right. Then, with simple words and thoughts, the Scrier manipulates Spider-Man's mind, forcing Spidey to turn and leave. The threat averted, Scrier tells his people that they must be ready for his call.

On a mountaintop in the Himalayas, outside a temple, the Scrier stands with his new disciple. Here he explains that the Man-Thing has two guardians that watch the Nexus. As per the Scrier's plan, one guardian has already left to assume the mantel of **K'ad-Mon, the Man-Thing**. The Scrier wants his disciple to enter the Nexus and take the place of this other guardian, not killing her, but sending her to another time, another world. Then, with his disciple alone in the Nexus, the Scrier will weave realities to his liking.

Elsewhere, below a gorgeous night sky, a man sits with a knot of fear in his stomach and vagueness in his head. Here sits the Amazing Spider-Man. Just as he is about to head home, a song envelops him – the song of the Man-Thing. The Man-Thing's song explains that he is not K'ad-Mon, but **Ted Sallis** who is taking the place of K'ad-Mon and is in need of Spider-Man's help – a Spider-Man with a clear head.

"I remember now! I remember everything! Scrier! The danger to the Nexus! But what can I do to stop him? If Scrier's as powerful as he seems to be, I –"

Man-Thing explains to Spidey that Scrier is not his problem. Instead, Spidey must enter the tunnel between worlds and stop Scrier's disciple, **the Outrider**, before he reaches the other guardian, Ted Sallis' wife.

Inside the tunnel, Spider-Man wishes he had never agreed to such a plan. The entrancing nature of the flickering landscapes creates an effect of forgetfulness – of who he is and why he is here. Spidey wonders if he should even stop the Scrier – who knows, perhaps his plan is a benevolent one? Then Spidey realizes that these are not his thoughts but those of the Outrider. Before Spidey can put up a fight he is thrust through the tunnel walls into another place.

Here in this place, Peter, as Spider-Man, has become a rich egomaniac. He is rude to most people and downright disgusted with his Aunt May and Uncle Ben. Aunt May? Peter remembers her telling Peter about something not being right. And then, Peter Parker remembers. This is not his reality, but a parallel universe that he was pushed into by the Outrider. Realizing this, Spidey is able to leap through an interdimensional doorway and into another reality.

Peter opens the door to find his Uncle Ben at gunpoint. He realizes where he is and who he is, but all that matters is his Uncle Ben as he throws himself in front of the bullet's path.

Elsewhere, the Man-Thing and the Scrier meet. Knowing that a fight between them is in all probability futile, they strike a deal.

"Suppose I strike a **bargain** with you? Let the **humans** decide their own fate. If Outrider succeeds, my will is done. If Spider-Man succeeds – then I will restore your staff's power – and make no further strikes against the Nexus."

The deal is agreed upon and Peter Parker dies. Again Spidey travels in the tunnel between worlds. Since he never really lived in that parallel universe he could never die there. And with this "rebirth" of sorts Spider-Man is in the Nexus. But is it too late? The Outrider has already taken the guardian's place.

Spidey leaps, grappling with his enemy. Their two minds conjoin and intersecting realities pervade the Nexus. Spidey holds onto the only thing that he finds tangible here – his love – his love for his wife, his aunt, and all those things that make life sacred. In turn, the Outrider reaches out with his own thoughts. In this struggle Ellen Sallis, the other guardian, falls and merges with her husband, bringing the Nexus down to earth in the form of the Man-Thing.

The battle now over, Scrier is furious – Man-Thing interfered, he has drawn Ellen Sallis out of the Nexus. This cleverness impresses the Scrier who proceeds to say that perhaps his actual goal was to test his servant, or perhaps he meant to merge the two guardians in a physical form with the Nexus. This, Man-Thing will never know for the Scrier and his disciple vanish.

Peter Parker, Spider-Man, sits at a table with his Aunt May and wife, Mary Jane. As they eat Peter wonders how he will be able to view reality in the same way ever again. And as those thoughts dissolve, Peter is happy – for he is surrounded by loved ones – the best of all possible worlds.

Amazing Spider-Man #9

Howard Mackie
John Byrne
Ron Wilson
Bob Wiacek
Gregory Wright
Richard Starkings & Comicraft
Letters

We begin our tale with an eyepatch-wearing gent painstakingly at work. He sits in an office clutching a notebook, his one eye making startling discoveries – discoveries offering insight into a project he is researching. And then BRAKOOM – an explosion followed by a voice.

"Jonathan Rickman? I've been looking for you."

"I don't care how many of you are sent after me!"

Jonathan Rickman is a man more afraid of the information he holds in a tattered notebook and those that seek it than he is of the inferno surrounding him. The flames grow more intense and the building is about to collapse beneath them. Rickman backs away one step too many. When Spidey moves to catch him they both plummet. The two disappear into the flames until Spidey emerges and carries an injured Rickman to the paramedics.

Once again, in return for his bravery, Spider-Man is given the cold shoulder.

Resting on the building's steps, Spidey notices something. On the ground lies the notebook Rickman was clutching. Inside the barely legible pages is a list of names. One of those names is Peter Parker.

LIFE

Spider-Man is linked to building explosion. Have the citizens of the city finally had enough of the wall-crawler? Opinions are split on whether Spidey is a help or a hindrance. E1

A short time later, we find our hero Spider-Man trying to swing himself and a young girl to safety. Flames and smoke erupt all around them, forcing Spidey to crash-land on top of a garbage can to break their fall. He delivers young Katlin to her father, and not the slightest thank you is given from her dad or the authorities. Before he can split this scene and get on with his own personal dilemmas, one more person stands trapped on the roof of the inferno. When Spidey reaches him, he is not welcomed with open arms.

"You can't have it! I didn't give it to the other one and I'm not going to give it to you!

At that moment, on the other side of the world, Mary Jane is on a tropical island watching a storm evolve. MJ's shoot of a lifetime has been postponed, and worst of all, she must get through such events without her husband – the husband who missed his flight.

Back at the Daily Bugle, a perturbed Peter Parker brings his film of the explosion back for quick development. Jill Stacy tries to get a message through to a Peter Parker whose mind is on other things. She tells him MJ has been trying all night to reach him, and he'd best call to get his marriage back on track. Thanking Jill for her help, Peter heads down to the Daily Bugle "Morgue" – the place where all back issues and all research materials gathered are stored, making this place a gold mine of information.

Peter discovers that the other names on the list have either died or disappeared under mysterious circumstances. And then there's Peter. He decides to snoop around the explosion site for more clues. There he finds a small piece of paper that reads General Technomics Research Labs. That place has significant meaning for Peter for it was at those labs that a radioactive spider bit Peter, changing his life forever. Spider-sense breaks Peter's reverie when one of the building's walls comes crashing down. It could have been made unstable by the fire, but Peter can't shake the feeling that he's being watched.

Later, Peter finds himself at the hospital Rickman was admitted to. Arthur Stacy had advised him to question the healing Rickman. However, the second Peter tells Rickman his name, the patient panics.

"PARKER?! Listen to me now, boy! You've got to get away from here! You're one of us. It won't stop until we're all gone!"

Sensing Peter's confusion, Rickman asks Peter if he was there the day of the explosion. He informs Peter that they are in grave danger, and they should hide, maybe leave the country.

Meanwhile a mysterious individual enters the lobby and heads up on the elevator. It's Doctor Octopus. He unleashes his tentacle arms on the hospital floor outside of Rickman's room. Two hands grab Ock from behind and reel him back into the dark. Peter and Rickman hear the commotion, and Rickman thinks the worst.

"We've been found! We're going to die!"

At that moment, on the other side of the world, MJ calms herself with a bath. The phone rings and she scurries out of the tub prepared to tell her beloved husband everything that has been happening, especially the strange phone calls. But it is not her husband and MJ hears something other than expected:

"You shouldn't have ignored me, Mary Jane! Now you'll be sorry! Hope you look good in black! 'Cause you're about to become a widow!"

Amazing Spider-Man #10

And Then There Were

Howard Mackie
John Byrne
[illegible]
Gregory Wright
[illegible]
[illegible]

"Here we are, Otto. Oh, I am sorry! You prefer Doctor Octopus these days, don't you? Okay, Doc Ock, here we are! And the fun is only starting."

The moment is anything but fun for the battered Doc Ock. His attacker from the hospital has beaten him and now drags his opponent to his doom. It is obvious that Doc's foe recognizes him, but Ock has no idea who he faces. Securing Ock to the wall of his hideout like a trophy, he tells Doc Ock that he should call him Captain Power.

Meanwhile, back at the NYU Medical Center, Peter observes the damage that was done just rooms away from Rickman's. Rubble from Doc Ock's fight fills the room and Peter cannot believe he missed it. Doc Ock's appearance also strengthens the theory that everyone at the Techtonics Lab demonstration is in danger. After all, it was Doctor Otto Octavius's experiment.

Having left the hospital Peter makes a stop at Tricorp Research. His boss, Dr. Twaki, is very disappointed in Peter. Twaki feels that lately Peter appears to be distracted, lacking the enthusiasm that Twaki had hoped for. Peter vows to do better; he doesn't want to lose the job that he has waited his life for, but juggling the headaches of Spider-Man with his own has always proven to be a burden.

Speaking of headaches, Mary Jane has one as she tries to juggle her photo shoot along with arranging for a flight back home and contacting her husband. Those headaches are small compared to the migraine that awaits her arrival back in New York. A shadowy figure runs fingers across a laptop to discover MJ's flight number and airline. The stalker that has been MJ's secret for so long looms ever closer on the horizon.

That evening, far from his home Spider-Man swings over an abandoned laboratory. After the accident a bruised shell is all that remains of the General Techtonics Lab. Spidey has journeyed here in hopes of finding answers. Inside, Doc Ock still hangs as a trophy for his captor. He does recognize his foe this time though, and when Ock reveals this it makes Captain Power furious. Spidey senses the danger inside and heads down to take a look, but it is too late. Ock explains to Spidey that the "bad guy" has gotten away. More importantly, he has one more person to kill. That person, Ock explains, is the person that cost Ock out the person who now heads what General Techtonics labs has become. That person is Dr. Twaki of Tricorp Research. Ock continues to explain that Captain Power is actually Christina Carr. After having been left with a mutagenic reaction in her blood as a result of the accident, she has the ability to morph into a being of tremendous power, but each time she uses her powers she is killing herself. Now, she rushes off to tie up the Doc's loose ends by killing Dr. Twaki, which is just what Doctor Octopus wanted. Spidey has no choice but to let Doc go so he can save Dr. Twaki's life.

At Tricorp, Carr tears up the place in search of Twaki until she spots him. Carr cornners Twaki and moves in for the kill when Spider-Man crashes through a window, thwarting her attack. The two battle it out until Spidey is able to short-out Carr's mutagenic morphing power, thus saving the day and robbing a dying woman of her last wish -- vengeance.

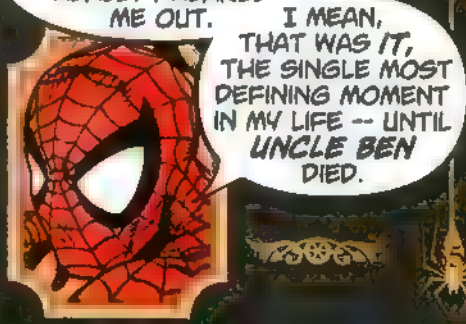
Later, at the hospital, Peter discovers that Rickman has died as a result of his injuries. Now, all that remain from the accident are Doc Ock, Carr, and Peter himself.

"How lucky am I? I could easily have let the accident affect me in the same way it did Ock and Carr. I could have let it drive me to madness."

For an instant Peter considers himself lucky. But he wonders how much luckier would he have been if he never had become Spider-Man?

Speaking of Spider-Man, MJ glances at some photos of Spidey in the Daily Bugle as she flies back to New York.

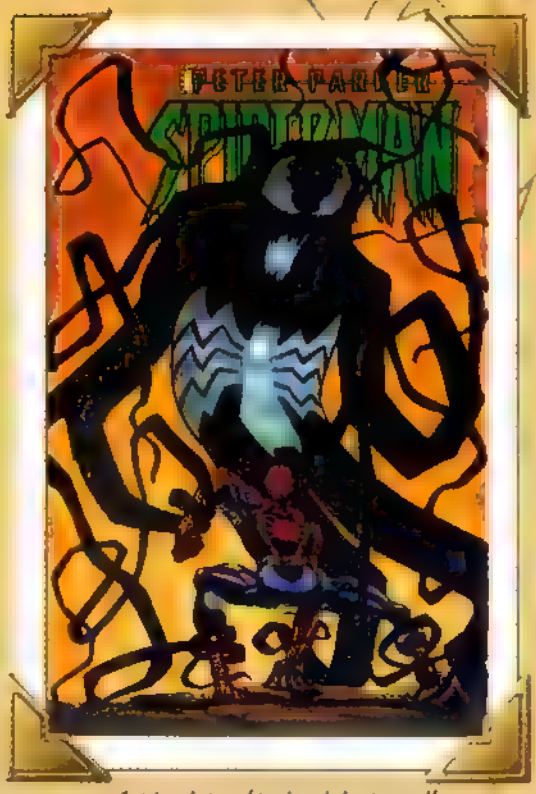
"Wait a minute! The only way Peter was able to get all the photos of Spider-Man before was that he was taking pictures of himself. But he's not supposed to be Spider-Man any more. Is he?"


WOW, BEING AT THE SITE WHERE I WAS BITTEN BY THE RADIOACTIVE SPIDER THAT GAVE ME MY POWERS REALLY FREAKED ME OUT.
I MEAN, THAT WAS IT, THE SINGLE MOST DEFINING MOMENT IN MY LIFE -- UNTIL UNCLE BEN DIED.

Peter Parker, Spider-Man #9

"Shadows of the Past"

Howard Mackie
John Romita Jr.
Scott Hanna
story & art
Gregory Wright
colors
Comicraft
letters



In the Bowery, on New York City's Lower East Side, a man drowns his sorrows in liquor. In no way, shape or form is he prepared for what happens next. Slinking from the shadows, a black alien symbiote covers the man from head to toe and whispers into the man's mind. Hunger. The symbiote hungers for Eddie Brock so it may live as Venom, and for Peter Parker, so it may feed.

Over at the Fifth Avenue penthouse of Peter and Mary Jane, Peter sits with his Aunt May who has some disturbing news. May explains to Peter about the phone calls that MJ has been receiving from a man who's been stalking her. And Peter can think of only one man – Eddie Brock.

"Since he's been separated from the symbiote and can't get to me as Venom anymore... it makes all kinds of sense that he's started calling, making threatening phone calls to MJ. And get at me through her!"

After such thoughts all Peter can do is scour the city as Spider-Man, turning over every rock and questioning anyone on the whereabouts of Eddie Brock. Having no luck in the detective category, Peter turns to Arthur Stacy for help. Arthur agrees to use his street level contacts to locate Brock if he is still even in the city. Spidey is grateful for the assist and heads home.

Peter Parker is enjoying some sleep, unaware that a certain alien symbiote has followed him home. The symbiote needs to merge with Brock in order to live, but with Eddie missing Peter is the next best thing.

"That will never happen. You know I can and will fight you. Destroy you if I have to. With fire... with sound... whatever it takes, but you will never be part of my life again!"

Hearing Peter's words and seeing his determination, the symbiote slinks off into the night. Peter is about to follow when the doorbell rings and he gets a visit from Jill Stacy. Jill tells Peter that she got a telegram from Mary Jane about the power being out on the island so she's coming home. Jill also mentions that her father is looking for Spider-Man.

A short time later, after hearing the news from Jill, Spider-Man arrives at the home of Arthur Stacy once again. Arthur gives Spidey an address where he should be able to find Eddie Brock.

Elsewhere, at a single room occupancy hotel near the East River, Eddie Brock kneels and prays for an end to his pain. The landlord bursts in at that moment, demanding the week's rent from Eddie, treating him like a nothing, a nobody. And as the landlord barges out just as suddenly as he entered, Eddie Brock prays some more.

Eddie's prayers are not answered before Spider-Man shows up. Seeing Spider-Man makes Brock erupt with fury as he blames Spidey for all that is bad in his life.

"Calm down, Eddie. This fight was over even before it started. Without the symbiote you just don't have the power to go toe-to-toe with me."

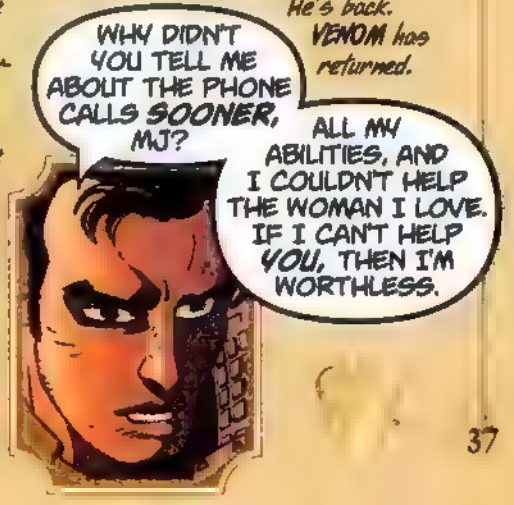
Spidey isn't here to fight anyway. Spidey just wants to know if it is indeed Eddie who has been tormenting MJ. Before he can get any answers, the two get a surprise visit from one very hungry alien symbiote. The one thing Peter didn't want was to get these two together; as it turns out, Spidey has led the symbiote right to Eddie.

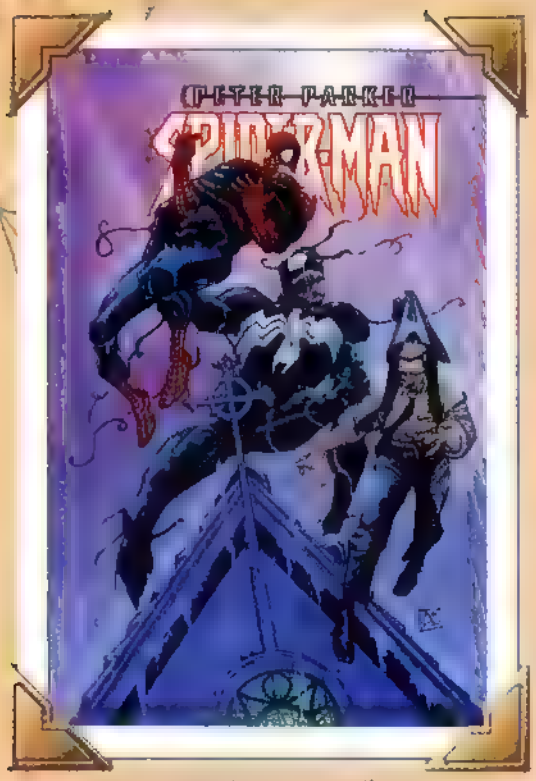
"You brought it here! What are you INSANE? Keep it away from me!"

Spidey tries his best to keep the symbiote away from Eddie but his best just isn't good enough. Eddie crashes through a window in a panic in order to escape the symbiote and end his pain at the same time. The symbiote follows and so does Spidey. Unfortunately, both Eddie and the symbiote fall into the river, causing Spider-Man to lose sight of them.

Scouring the river and its surrounding banks, Spidey finds no sign of Eddie or the symbiote. Not wanting to be responsible for the return of Venom, Spider-Man keeps up his search efforts for hours until utter exhaustion forces him to give up.

Hours after Spidey has left, it happens. Emerging from the river, rain sputtering off his curdling black skin, evil smiles. He's back. VENOM has returned.


WHY DIDN'T YOU TELL ME ABOUT THE PHONE CALLS SOONER, MJ?
ALL MY ABILITIES, AND I COULDN'T HELP THE WOMAN I LOVE. IF I CAN'T HELP YOU, THEN I'M WORTHLESS.



Peter Parker, Spider-Man #10

"Venom Triumphant!"

Howard Mackie
John Romita Jr.
Scott Hanna
story & art

Gregory Wright
colors

Comicraft
letters

Guards stand ready with sonic disrupters outside a cell in the sub-level of a maximum-security correctional facility. The vigilance of these guards is equaled by their fear, for not only do they watch a murderous serial killer, these guards watch Cletus Kasady – CARNAGE!

A janitor is let into Kasady's cell with a warning – be quick about it. Apparently, the last janitor that got too close to Kasady while cleaning his cell didn't fair very well. This particular janitor shouldn't have a problem – this particular janitor is Eddie Brock – VENOM!

"What –? How –? Hey, Eddie! Long time no see! You come to break me out or what?"

A scared Cletus Kasady knows the very same fear of the guards that watch him – guards that have been cut to shreds by Venom. And now Venom has come for Kasady, or more specifically, Kasady's symbiote. Venom ingests Kasady's symbiote, and he is whole once more.

Another person looking to be whole once more is Peter Parker. Peter, along with Jill Stacy, is hanging a welcome home banner in preparation for Mary Jane's return. Peter realizes that he and his wife need to have some time alone together in order to talk – something they have not done for quite some time.

"Is it romantic enough, or just goofy? MJ and I don't even like champagne!"

Peter is nervous. He realizes he has some big-time apologizing and explaining to do. Before Jill leaves she reminds Peter that he and MJ love each other so there is no story that Peter must concoct for his recent insensitivity – just stick to the truth – and grovel profusely. The idea is a nice one, but all that runs through Peter's head is visions of all that has happened: his becoming Spider-Man again and lying about it to MJ, missing the plane trip that cost the couple valuable time together, and the most recent dilemma – the return of Venom.

Speaking of Venom, Eddie Brock has some scores to settle with the Daily Bugle. Specifically, Brock has a hatred for J. Jonah Jameson – another person Brock blames for his pain.

"This just in... famed newspaper publisher kidnapped by insane super-villain! Death is imminent!"

Brock has no intention of letting Jonah live as the two arrive at the church where much of this all started for Brock. It is the church where Peter Parker first defeated the alien symbiote, the very same place where it first bonded with Eddie Brock. And now Venom is here once more, watching Jonah fall. That is, until an unexpected web-line halts Jonah's descent. No, Venom doesn't have second thoughts. It's none other than your friendly neighborhood Spider-Man!

"Oh! This couldn't get any better! We really appreciate your showing up, Spider-Man! You were next on our list!"

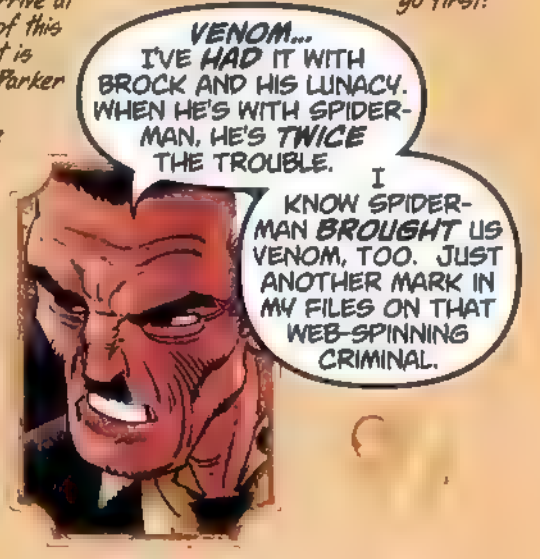
Spidey is in no mood for Venom's insane games. That suits Venom just fine – he only wants Spider-Man to die. The two trade blows until Venom sends them crashing through to the church's interior. Venom's strength overwhelms Spidey; he cannot go toe-to-toe with Venom and win. Realizing this, Spidey heads for the church bells; the loudness of the bells helped him beat the symbiote before, and Spidey hopes they will do so again.

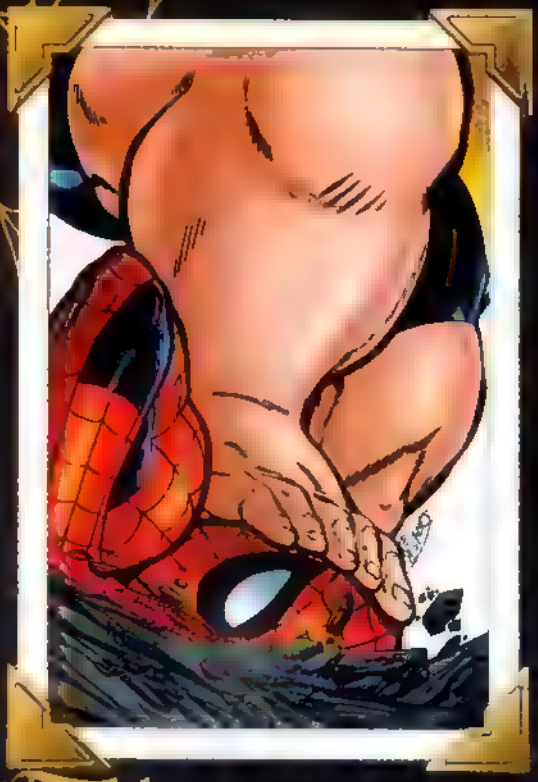
"Did you think we were going to fall for that one again? We removed the clappers earlier in the day... just in case you showed. It's just you and us, Spider-Man. No tricks. No sound waves. Nothing but death!"

And with those words the real pummeling begins. Spidey is battered; each attempt at striking back only serves to bruise him further. Then, with Spidey down and Venom moving in for the kill, something peculiar happens. The Carnage symbiote that Venom ingested earlier is rejecting Venom. The rejection puzzles and weakens Brock, forcing him to leave, but he vows that he will return to finish the job.

Then, with the Amazing Spider-Man lying face down in the rubble, shattered and beaten, Mary Jane returns home to a dark, lonely house – and a ringing telephone.

"Welcome home, Mary Jane. You can't get away from me. I'll be coming for you soon! But your husband... he's going to go first!"


VENOM... I'VE HAD IT WITH BROCK AND HIS LUNACY. WHEN HE'S WITH SPIDER-MAN, HE'S TWICE THE TROUBLE.
I KNOW SPIDER-MAN BROUGHT US VENOM, TOO. JUST ANOTHER MARK IN MY FILES ON THAT WEB-SPINNING CRIMINAL.



Amazing Spider-Man #11

"Bright Lights... Bigger City"

Howard Mackie
John Byrne
story & art

Joe Rosas
colors

RS & Comicraft's Liz
letters

Mary Jane the supermodel; Peter Parker the Amazing Spider-Man. Despite all that has happened recently, all the things that are driving a wedge between them, they both love each other deeply. Spider-Man clings to a building's side after having webbed up some armored super-villains and Mary Jane looks out from the balcony of her dressing room. All they want is to be together.

Instead, it is Jill Stacy meeting up with MJ after she is questioned by the armed guard placed outside MJ's room for protection. Mary Jane begins to confide in Jill about her present woes concerning a certain stalker. Before they get too cozy the phone rings. MJ fears it's the same weirdo so the two of them leave for some relaxing fresh air.

At that moment, Spider-Man makes a quick change back into Peter Parker on the roof of the Daily Bugle. Inside, Peter mulls over his present woes. Suddenly, an unusually nice J. Jonah Jameson seeks him out. It can only mean one thing – JJ needs something. He introduces Peter to Claire Bernhard, senior editor of Fashion & Living. Jonah, Robbie, and Claire want Peter's help in getting an exclusive interview with Mary Jane. Peter agrees; after all, it just might give the two lovers an excuse to talk.

A short time later, MJ and Jill return to find a death threat etched on her mirror:

"You'll never be able to get away from me! If I can't have you nobody will! Your husband is going to DIE!"

Outside, Peter tries to convince police that he is the real husband of the supermodel. Having no luck of any kind, Peter is about to leave when he spots Jill and MJ being escorted away from the crowd that has gathered. He yells to her, but in all the confusion MJ can't hear him. Then, it happens. Peter's spider-sense begins to scream red alert! MJ is in danger. Diving past security, Peter hauls MJ to the ground.

"Peter? Omigod, what are you –?"

Security separates the two before Peter can answer her. MJ is out of harm's way, but Spidey's danger-sense isn't letting up one bit. Peter attempts to warn the guards but an armored truck comes crashing through the main lobby before he can finish the sentence. FWAM – FWAK, something is intent on escaping the truck's interior. That something is THE BLOB! This member of The Brotherhood has come to town looking for action. Simple situation. Bored with his life, looking to get back in touch with his roots, the Blob decides to have a little fun and pull off a nice little robbery.

Though his thoughts still remain with the love of his life, Peter must once again slip on the webs as the Blob starts ripping into some police cars and destroying local property. Spider-Man shoots him some web in return.

"Not happenin' today, Spider-Man!"

The Blob sends Spidey flying with a mighty whack to the webbed-one's skull. Spidey comes back with a double boot kick to the back of the head, but it's as effective as striking a balloon with a feather. The Blob pins our hero to the ground with one of his nine sixteens. With nowhere to go but down, Spider-Man breaks through the cement and manages to trip the Blob by kicking up through the ground. The ambitious maneuver leaves the web-head with a chance to crack open a trusty web-cartridge. It expands big time when it hits the air, smothering the Blob in gooey web solution.

"Hey! What're you doing? This isn't FAIR! I'm gonna suffocate in this stuff!"

Spidey, ever the good guy, lends Blob a hand... or, rather a paper. One rolled up Daily Bugle newspaper to be used as a breathing device for Blob, at your service.

A few blocks away, MJ and Jill are in a limo heading away from the melee – heading to safety.

"I can't believe I let them leave Peter back there, Jill! He should be here with me! There is so much I've got to tell him!"

It is too late. A manhole cover explodes in the street in front of MJ's limo. Flames and smoke fill the street when another, larger explosion goes off.

"OMIGOD! He's here! He's found me!"

A white sheet appears through the smog with the bold letters spelling: "YOU BELONG TO ME!"

MJ can only stare as pure panic begins to take control.

Then, out of the sky, our hero swings in and lifts his wife into his arms.

"I've got you, MJ, it's going to be okay."

I'm home and still nothing from Peter. I can't take this much longer, what with the stalker and all. He's getting closer while my husband moves further away.

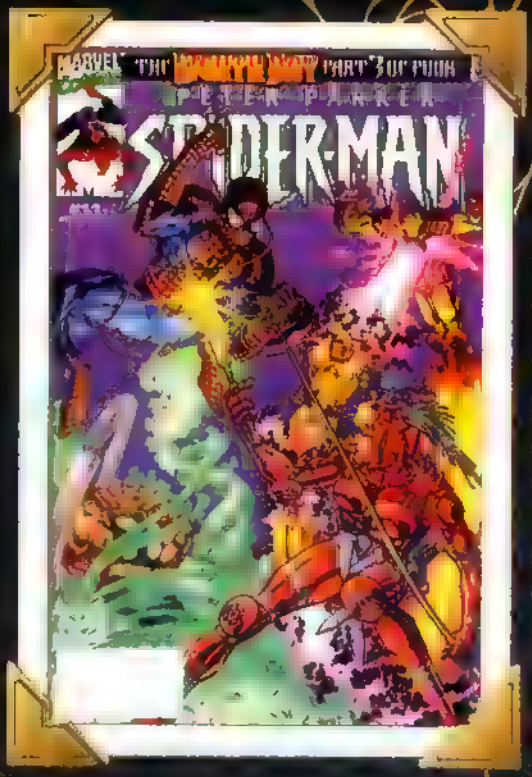
Peter Parker, Spider-Man #11

An Exemplary Day

Howard Mackie
John Romita Jr.
Scott Hanna

Gregory Wright

Joe Caramagna
Comicraft's Library



Across the Manhattan skyline sails our hero Spider-Man and his lovely wife Mary Jane. She clings to her husband for dear life. This is the closest the two lovers have been for a while. They really want to spend more time together.

"I said... put me down now!"

Perhaps this wasn't one of those times. Spidey brings his love to the roof of a building and sets her on her feet. Peter attempts to explain why he once again wears the webs. MJ doesn't want to hear the excuses and that's just fine with Peter, for now. At the moment, Peter just wants to know more about those threatening calls that MJ's been getting because they're no longer just calls but real explosions and threats to her life.

MJ confesses that she was only trying to protect Peter. She assumed the phone calls were from one of several super-villains that discovered she was married to Spider-Man. She didn't want to give him an excuse to get back into the costume – so much for that.

They soon head over to the home of Arthur Stacy to check on Jill. Once there, Jill explains her father is gone and needs Spider-Man's help.

Peter heads over to the Daily Bugle in hopes that someone will be able to help him track down Arthur as well as get a lead on MJ's stalker. Unfortunately for Peter, the Bugle is in the midst of a power outage – a supposed power outage – when the entire building trembles.

"That didn't feel like a power outage. And my spider-sense is in overdrive. I better check this out. And this is why MJ and I can't have a normal relationship."

After a quick change into Spider-Man, Peter follows his spider-sense, which leads him deeper into the Bugle's basement. Spidey's danger-sense is screaming so loud that it's making him nauseous; still, Spidey continues to follow it. He rips a basement door from its hinges only to find a secret underground lair of hi-tech machinery.

Our hero discovers much more than he bargained for. The JUGGERNAUT, along with his fellow Exemplars: Stonecutter, Tempest, Carnivore, Badlam, Decay, and Inferno, plan to subjugate the will of humanity, utilizing their GOD-MACHINE.

"STOP HIM! He must not be allowed to let any others know of the location of the god-machine!"

"Let any others know... yeah! That's exactly what I was thinking! Got to call in the cavalry! Guess it's time to break out the old Avengers I. D. card!"

A short time later, after a narrow escape from the clutches of Juggernaut and the Exemplars, Spidey reaches Avengers Mansion. Once inside, Spidey enlists the aid of Iron Man and Thor, both of whom have had previous encounters with the Exemplars. After they receive the details from Spidey, the two Avengers are off to face their foes, leaving Spider-Man behind. Spidey is then approached by archaeologist Doctor J. Vernon. Dr. Vernon explains his study of the Exemplars and decides Thor and Iron Man might need his help.

Spidey zooms over to the Bugle to follow, but first he calls in a wild card. The call is made to the leader of the X-Men and stepbrother to the Juggernaut, Professor Charles Xavier. Xavier presents himself in astral form and the two head for ground zero.

Meanwhile, Thor and Iron Man are busy with Tempest and the crew of Exemplars. While Xavier distracts the Juggernaut, Spidey buys Iron Man and Thor some time on his way to the machine in hopes of stopping the Stonecutter from placing the last component within its structure. Iron Man and Thor return the favor and clear Spidey a path. Spidey webs up the tunnel leading to the heart of the machine in order to slow any Exemplars who may follow.

"Stop him! The human is getting away! He must not be allowed to delay the completion of the god-machine. The octessence must continue!"

Spider-Man has just enough time to snatch the final component away from the Stonecutter before the Exemplars reappear. However, the component is strangely strong and Spidey cannot destroy it so...

EDITORIAL

The Exemplars created a machine to control the will of all humans. If not for two Avengers, the human race surely would have fallen. But do we need costumed heroes to constantly come to our rescue? Or are they merely cleaning up their own messes? And once again, Spider-Man is at the center of it all. **A16**

...he tosses it into the hands of Decay where it turns to dust. But the battle is not yet over. The heroes have saved the city, but not yet the world.

(The saga continues in Juggernaut #1, while Spidey has his hands full with the SINISTER SIX!)

Amazing Spider-Man #12

Howard Mackie

John Byrne

John Beatty & Rodney Ramos

Joe Rosas

RS & Comicraft's Troy Peteri

Back-up Story

"Let There be Light"

Howard Mackie

Sean Phillips

Joe Rosas

RS & Comicraft's Troy Peteri

We begin with an overworked and weary Spider-Man catching up with **Mysterio - Master of Illusion**. He was in the middle of conjuring up a storm over half the city. Or was he? After a few riddles with the webbed one, Mysterio free-falls off the roof of the building. Unaware as to the reality of the situation, Spider-Man attempts to save Mysterio's life, but fails. Mysterio crashes through the roof of a car down below. The crowds of people around are quick to blame Spider-Man for his death, so our hero flees the scene.

A short time later, **Peter Parker** returns to his apartment in hope of making up with his beautiful wife **Mary Jane**. There is a crowd of people standing in the living room, along with **Aunt May** and **Jill Stacy**. Mary Jane's agent arranged for the people and cameras for MJ's protection, and a little extra publicity. Peter finally goes over to MJ and tells her they can't avoid talking anymore. Peter apologizes for putting on the webs after his promise, and tells his wife that he wants to keep her safe. MJ tells Peter, "Being married to Spider-Man is worse than being married to a policeman." She had a shoot to get ready for and didn't wish to speak to him anymore.

Elsewhere, we find the Sandman meeting with none other than Mysterio at a bar. He proposes a big job that he needs Mysterio's help with. This plan includes bringing

"Another Return of the Sinister Six!" Part 1 of 2

together **The Sinister Six** along with targeting the Six's original leader **Doctor Octopus** for termination. It's the first of several important meetings this night. After Mysterio, Sandman meets and speaks with the **Vulture**, the second generation **Kraven the Hunter**, and **Electro**.

Meanwhile, our hero heads toward a meeting of his own. Desperately wanting to make things right with MJ and find the man behind the threats to her, Spidey believes that **Arthur Stacy** and his connection with **Senator Ward** would be a sure start. He bursts into Ward's office and tells him Arthur has joined the ranks of those who want him dead.

"Why does everyone want you dead, Ward? What is it about you?"

Spider-Man gets no answers from the senator so Peter Parker changes out of the spandex and goes home to spend some time with the love of his life. Once at home, they're still not speaking to one another. So much for quality time. Spider-Man leaves his love's side once more and heads out for a web-swing.

Meanwhile, an angry Doc Ock visits Senator Ward.

"We had an understanding. You were **never**, under any circumstance, to call me from your office phone!"

Apparently Ward called Ock to tell him of his new fear of Arthur Stacy.

Speaking of whom, at that moment we find Arthur Stacy atop a roof dressed in black and holding a shotgun. Arthur looks through the sight and aims straight for Ward.

"So, **Arthur**... feel like talking?"

Spider-Man finds Arthur contemplating pulling the trigger aimed at Ward. But before Arthur can tell him anything, Spidey spots Kraven the Hunter leading a pack of ninja assassins down the side of Ward's building. Spidey leaves Arthur to find out what is happening. Vulture and a few of his giant birds, followed by Electro, are instantly on the scene to greet Spidey. And if Spidey didn't already have his webs full, Mysterio and Sandman are soon on the scene.

"This was **not** part of the plan, Octavius! Do **something** about this! They were your teammates, weren't they?"

As Ward panics, Spidey does his best to evade the villains and devise a plan of his own. Ward makes a feeble run from Doc's grasp and runs head on into Sandman, who explains that this revenge on Ock is to prove that he no longer controls any of them. They are after Ock for fun, and Ward for money.

"But don't worry, Stew... you're wanted alive!"

Before Sandman moves any closer, Doc Ock uses a tentacle to grab Ward, and then uses the same technique to grab Spidey. For Doctor Octopus requires Spidey's aid.

LOCAL

The Sinister Six returns and it's up to Spider-Man to stop them. When the villains begin to outnumber the heroes, are any of us really safe. **C2**

"**Excuse** me? Could you speak up a little? Did you... **Doctor Octopus**... say that you require me... the **ever-lovin' Spider-Man**... to help you?"

In that instant Doc Ock throws Spidey into the arms of a familiar nightmare. **VENOM** is thy name!

Peter Parker, Spider-Man #12

Howard Mackie
~ story ~

John Romita Jr.
~ pencils ~

Scott Hanna
~ inks ~

Gregory Wright
& Joe Rosas
~ colors ~

RS & Comicraft's
Liz Agraphiotis
~ letters ~

Back-up Story

"Each Day a Grain of Sand Through Life's Hourglass."

Tom Brevoort
Geof Isherwood
Rodney Ramos
story & art

John Kalisz
colors

RS & Comicraft's
Liz Agraphiotis
letters

Mary Jane is getting some well-deserved rest when an explosion throws her from her bed. Her security men barge in, telling her that someone exploded a bomb in the building's basement and that they must get her to safety. Before she knows it, MJ is at a safehouse explaining to the FBI all she knows about her stalker. Apparently this is no longer a personal matter; several people were hurt today and the stalker has told the Bugle that there will be more bombings to come. They continue to question MJ about Spider-Man's part in this, seeing as how he saved her from the first bombing.

"And what about your husband... Peter Parker, is it? Where is he through all this?"

If the FBI only knew.

At that very moment Peter, as Spider-Man, is in the clutches of Venom and the Sinister Six. A thick mist, courtesy of Mysterio, surrounds the battle's participants. However, this same mist has allowed the Sinister Six's prey, Doctor Octopus and Senator Ward, the cover they need to flee. Kraven the Hunter lofts a poison-tipped spear through the fog hoping to hit his target. Seconds later an incendiary bomb explodes near Venom, the fire sending the symbiote running. Spidey uses the diversion to escape and realizes that it was Arthur Stacy who came to his rescue. Arthur sees this as their chance to go after Doc Ock and Ward, but Spidey tells Arthur to abandon his assassination attempts on Ward and go home where it's safe and his daughter

"Another Return of the Sinister Six!" Part 2 of 2

Jill waits for him.

In the meantime, Venom and Sandman have some words about what they're trying to accomplish here. The two come to blows but Mysterio proposes a solution – have Venom join their ranks.

"Of course we will! Just one thing... the rest of you can do whatever you want to do with Octopus and Ward, but... Spider-Man is mine!"

That said, Kraven points out a spot of blood on the ground indicating that his spear has found its mark and Doctor Octopus should soon be feeling the poison's effects.

Back with Mary Jane, the FBI indicates that she will have to stay at the safe house for the night. Mary Jane declines, but before the sides can argue explosions erupt, shattering the room's windows. The guards, distracted, do not notice MJ slipping away and into a taxi with a shady driver.

Elsewhere, Doctor Octopus is indeed feeling the effects of Kraven's spear. Doc Ock is about to fall from a rooftop when Spidey shows up to lend a helping hand. Spidey wants answers but Ock suggests that they move quickly for the Sinister Six is on their tail. Doc Ock assures Spidey that he does not want Ward falling into their hands or the hands of those they work for. Before they can move out, Arthur Stacy catches up with the bunch, eager to put a bullet in Ward's skull.

"Just walk away... turn your back... or take me to the police when it's over. But he is going to die. You have no idea what he's done, or what he is capable of doing! The danger!"

Spidey disarms Arthur before he makes a big mistake, but the foursome has no time to discuss anything – the Sinister Six has arrived.

"... No time for longwinded speeches! Ward is ours. Ock dies here. Spider-Man... as far as I'm concerned you can swing out of here with the old guy!"

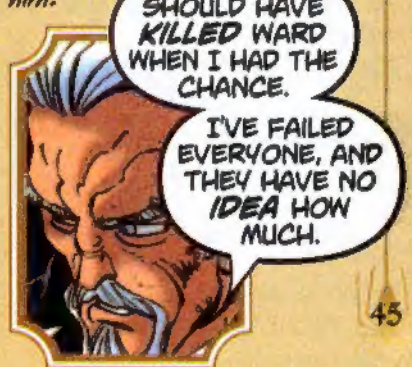
Venom doesn't like the idea of Spidey swinging away, but Sandman sends him flying through a brick building before he can cause a stir. Spidey takes the initiative by leaping at the Sinister Six in hopes of keeping them away from Arthur, Ward, and Ock. There is only so much Spidey can do, however, so members of the Six make it through to their prey. Just then glowing red energy boils all around the senator's body. He does not know what is happening, but even still, the energy erupts and strikes the Sinister Six. Spidey is forced to leap into the glowing red energy and rescue the Six's members from what appears to be certain death.

Throwing the members of the Six to safety, Spidey gives Electro, on cue from Mysterio, the chance to spark the sky and Ward with electricity. And while Spider-Man tends to Arthur, the Six make off with Ward.

A short time later, MJ, having been driven to the steps of the Daily Bugle, finds out that her shadowy driver is the stalker himself and he has another bomb ready. When the stalker reaches for MJ she sprays him with Mace, then smashes her way through the cab's window. MJ runs, yelling about the bomb, when it explodes, taking the taxi and its occupant with it. And just then, a very sorry Spider-Man appears on the scene.

"Mary Jane... I tried to get here sooner, but –"

Late again, and MJ can't bear to look at him.



Amazing Spider-Man #13

"Time Enough.. ?"

John Byrne
story & art
Howard Mackie
script
Al Milgrom
inks
Joe Rosas
colors
RS & Comicraft's Liz
letters

Once again Spider-Man finds trouble in the city. Once again he is in trouble with his wife. Mary Jane waits at the apartment as long as she can before leaving. Peter was supposed to see her to the airport. Again.

Elsewhere, we find two men inside an apartment, one of these men is on the floor tied up. That man is named Robert Farrel. The other man, putting on a quasi-space suit, has a new name.

"I spent all those months making you think I was your friend just to get you to trust me enough... to show me where you kept the goods."

Robert struggles to free himself while his "friend" continues to suit up in Robert's armor. A swift kick to the jaw later, and Robert is out cold. Then, into the sky, flies the Rocket Racer.

At that moment, MJ is catching a cab, while one block away our web-slinger smiles to himself, with thoughts that his life isn't so bad. Spidey decides to swing home to his wife and show her how much she means to him. When Aunt May tells Peter that MJ left for the airport, Peter panics. He swears MJ said her flight was tomorrow. He dashes out of the apartment to find her. Meantime, MJ sits in a cab, pondering the idea of turning around, forgetting the shoot and finding her husband. But Peter, as Spider-Man, has already left the apartment in search of Mary Jane.

"What is wrong with me? All she wants is for me to be there for her... sometimes! She deserves that much. She deserves more! And I'm going to give it to her. I'm going to –"

Just then, Spidey spots two thugs holding up an innocent man. He wants to let it slide. The police would come, and there would be no harm... right? Then, Spidey remembers his Uncle Ben.

"I promised I'd never let that happen again... never let an innocent come to harm if I could help it. And I won't!"

Elsewhere, the police follow up on a 911 call made by Robert Farrel. When they get to the address, Farrel is still tied up on the floor with his cell phone next to him. He tells the police that it is imperative they find the man pretending to be Rocket Racer, as he has no idea of the power of the skateboard he possesses. The man pretending to be Rocket Racer is following our web-slinger, anxious to test his new toys on our seasoned hero.

After making quick work of the two thugs, Spidey continues his important mission to the airport. Our hero soon realizes this will be no easy task. Down below him a man stands on the ledge of a building, ready to jump. A minister in the window near the ledge coaxes him to come in. When the man attempts to get back inside he slips over the ledge. Lucky for him the clergyman's prayers are answered in the form of a friendly neighborhood Spider-Man and a very large web.

Rocket Racer is still hot on Spidey's heels. Then, at the height of confidence, he pushes his board into full blast, sending him into an alley and straight into a trash can.

Minutes later, Peter Parker runs through J. F. K. airport terminal to the boarding area. When security stops him from entering the boarding area without a ticket, Peter is forced to think fast. He uses his wall-crawling ability to reach the boarding area.

He is too late.

Peter Parker stands by the window of the platform, watching the plane take off with his beloved wife aboard.

I'm scared, Peter. Scared of all that's happening, not just with the stalker but with us, too. We will talk, Tiger. We have to.

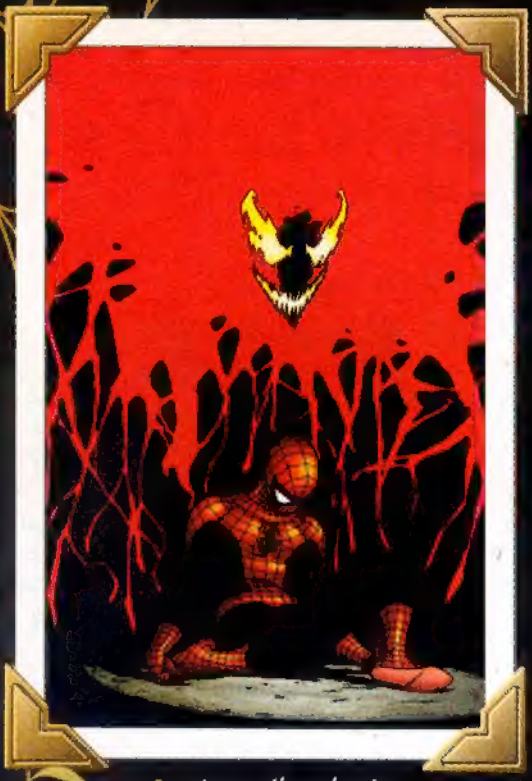
Sometime later, Peter arrives home thoroughly depressed. He thinks about waiting around for MJ to call, but his love cannot wait.

"... I'm going to find my wife!"

Just as Peter makes this revelation, Flight 9197, Mary Jane's flight, begins to lose altitude. It erupts in an explosion shortly thereafter.

Peter Parker, Spider-Man #13

"Living in Oblivion!"



Howard Mackie
John Romita Jr.
Scott Hanna
story & art

Gregory Wright
colors

RS & Comicraft's
Troy Peteri
letters

We begin this chapter with what seems like a dream. Both **Spider-Man** and **Venom** are at the mercy of **Carnage**. He rips into his victims and celebrates over their motionless bodies.

"Cut it out! You're having another one of your dreams, you moron!"

The guard wakes **Cletus Kasady** from his dreams and into his reality – a small cell complete with a vigilant guard. Cletus hasn't been the same since Venom ripped the **alien symbiote** out of him, but Cletus vows that he will be strong again soon... very, very soon.

At that moment, at the Manhattan penthouse of Peter, Mary Jane and May Parker, a phone rings. **May** is listening to the airline on the line when Jill and Arthur Stacy enter.

"Oh, May... I'm so sorry."

Elsewhere, Spider-Man, doing whatever a spider can, comes across a bus accident. The bus is on flames and hanging off the side of a bridge. Spidey swings into action by webbing the bus to the bridge, then removing all the occupants. That's when he finds out the bad news. The bus is from the **Department of Corrections**. In transit was one Cletus Kasady. With no sign of him on the bus it can only mean one thing -- Carnage is on the loose!

After visits from both **J. Jonah Jameson** and **Robbie Robertson**, Aunt May rests. By her side is Jill Stacy; she has stayed in order to wait for Peter. With the news of the plane explosion running through her mind, Jill feels May's warm hand on her knee.

"Everything will be okay, dear. We have to believe that."

Meanwhile, the escaped Cletus Kasady paints himself with red paint from a hardware store he has just held up. A madman, Cletus imagines the red paint to be his alien symbiote, since stripped from him. From there, Cletus runs into the street terrorizing citizens.

"I am **Carnage**! I am **death incarnate**!"

Cletus leaps onto the top of a car screaming that he will kill everyone while he waits for Venom and Spider-Man to arrive. The car upon which Cletus screams for restitution just happens to be driven by one of the Kingpin's men, the **Kingpin of crime**! About to remove his sidearm from his holster and put the insane Cletus Kasady to rest, the man spots the Kingpin who is motioning for him to stay his weapon and look up.

Swinging down from above is Spider-Man, hot on the trail of good old Cletus.

"Give it a rest, Cletus, will ya? That's red paint you're wearing. Your symbiote is long gone. And with it went your strength –"

Kasady, insane, believes Spidey's words to be nothing but lies. He lashes out at Spider-Man, believing that he only has to kill Spider-Man to set things right. As Spidey deals with Kasady's assault, he realizes that being a super hero is just a job – he can have a life as well – he need not become like Kasady and cling to remnants of his former self. And with those thoughts Spider-Man makes quick work of a madman, leaving him webbed up for the police to handle because Spidey has bigger things to attend to, and the villains can all wait 'till Spider-Man is good and ready.

"I'm taking back my life. Mine and Mary Jane's life. Not next week. Not tomorrow. Now."

After a quick change, Peter is at his home ready to pack a bag and leave. Ready to go to his wife. But Aunt May stops Peter – she has something to tell him.

Then, there on his knees, his head in his aunt's arms, Peter Parker the Amazing Spider-Man weeps.

I miss you, MJ.
I'm sorry.